

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X		
In re	:	Chapter 11 Case No.
	:	
EXTENDED STAY INC., <u>et al.</u> ,	:	09-____( )
	:	
Debtors.	:	(Joint Administration Requested)
	:	
-----X		

**DECLARATION OF JOSEPH TEICHMAN  
PURSUANT TO RULE 1007-2 OF THE LOCAL BANKRUPTCY  
RULES FOR THE SOUTHERN DISTRICT OF NEW YORK IN  
SUPPORT OF FIRST-DAY MOTIONS AND APPLICATIONS**

I, Joseph Teichman, hereby declare as follows:

1. I am the Secretary of Extended Stay Inc. and each of its affiliates (collectively, “Extended Stay” or the “Debtors”),<sup>1</sup> and the General Counsel and a director of Extended Stay Inc. and Homestead Village L.L.C., each of which has commenced a case under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) on the date hereof (the “Commencement Date”). Extended Stay’s hotels are managed by HVM L.L.C. (“HVM”), an entity that is affiliated with, but not directly owned by, the Extended Stay family of companies. In my capacity as the Secretary and General Counsel of the Debtors and as a result of discussions with HVM, I am familiar with the day-to-day operations, business, and financial affairs of the Debtors.

2. I submit this declaration pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”) to assist the Court and other parties in interest in understanding the circumstances that compelled the commencement of these

---

<sup>1</sup> A list of the Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, is attached hereto as “Exhibit A.”

chapter 11 cases and in support of the first-day motions and applications filed contemporaneously herewith (the “First Day Pleadings”).

3. Except as otherwise indicated, all facts set forth in this declaration are based upon my personal knowledge, my discussions with other members of Extended Stay’s and HVM’s senior management, my review of relevant documents, or my opinion based upon experience, knowledge, and information concerning Extended Stay’s operations and financial affairs. If called upon to testify, I would testify competently to the facts set forth in this declaration. I am authorized to submit this declaration on behalf of the Debtors.

4. This declaration is intended to provide a summary overview of the Debtors’ business and these chapter 11 cases. Parts I through V provide an overview of Extended Stay’s business, organizational structure, debt structure, events giving rise to the commencement of these chapter 11 cases, and the Debtors’ financial outlook. Part VI lists the schedules of information required by Local Rule 1007-2.

## **I.**

### **Extended Stay’s Business**

5. Extended Stay is the largest owner and operator of mid-price extended stay hotels in the United States, holding one of the most geographically diverse portfolios in the lodging sector with properties located across 44 states (including 11 hotels located in New York) and two provinces in Canada. As a result of acquisitions and mergers, Extended Stay’s portfolio has expanded to encompass over 680 properties, consisting of hotels directly owned or leased by Extended Stay or one of its affiliates. Extended Stay currently operates five hotel brands: (i) Crossland Economy Studios, (ii) Extended Stay America, (iii) Extended Stay Deluxe, (iv) Homestead Studio Suites, and (v) StudioPLUS Deluxe Studios, each designed to appeal to value-

conscious customers at different price points in their respective markets, and offering Extended Stay guests a range of amenities and services.

6. Extended Stay's business model is a hybrid between a hotel and an apartment, as it provides value-conscious guests seeking longer-term accommodations with an affordable, attractive alternative to traditional hotels and apartments. Extended Stay achieves lower operating costs than traditional hotels, which provide higher service levels such as room service and daily maid service, by eliminating these services and other amenities in exchange for a lower per night price and a fully equipped kitchen, cable TV, and wireless internet access in each of their available rooms, in addition to on site laundry facilities. Typical Extended Stay guests include government and business travelers, people on temporary work assignments or training programs, individuals relocating or purchasing a home and individuals with other short-term housing needs.

7. For the year ending December 31, 2008, Extended Stay's audited financial statements show consolidated assets (including nondebtor affiliates) totaling approximately \$7.1 billion and consolidated liabilities totaling approximately \$7.6 billion. Consolidated revenues for the 12 months ending December 31, 2008 were approximately \$1 billion. For the months of January through May 2009, revenue per available room ("RevPar") decreased by more than 23.2% compared to the comparable period in 2008.

8. HVM operates as the hotel manager for 686 Extended Stay hotels,<sup>2</sup> in addition to providing administrative functions. HVM, on behalf of Extended Stay, pays all property level expenses of the hotels, contracts with service providers and purchases all goods

---

<sup>2</sup> In the Extended Stay portfolio, 686 hotels are managed by HVM, including 2 hotels located in Houston, Texas that were acquired after the 2007 Acquisition (as defined herein). The Houston properties do not constitute collateral for the Mortgage Debt (as defined herein) or the Mezzanine Debt (as defined herein).

and materials utilized in the operation of the business. HVM employs approximately 10,000 employees in connection with the operation of the hotels at any given point in time.

## II.

### **Organizational Structure**

9. The Debtors are the entities that own and operate the properties held by Extended Stay Inc. (“ESI”) and Homestead Village L.L.C. (“Homestead”), and their respective affiliates (collectively, the “Extended Stay Hotels”).<sup>3</sup> As reflected on the organizational chart attached as “Exhibit B” hereto, the Extended Stay entities are organized into two “branches,” operating under different trademarks and previously differentiated because one segment had elected to be treated as a real-estate investment trust (“REIT”) for federal income tax purposes.<sup>4</sup> In the ESI “branch,” non-Debtor BHAC Capital IV LLC (“BHAC”) owns 100% of the common stock of ESI, which indirectly owns and operates 552 properties using the Extended Stay Hotels service mark and one office building. In order to meet previous REIT ownership requirements, ESI had 125 preferred stock investors, but currently it only has 90 preferred stock investors. Further, all of the ESI Mortgaged Properties (as defined herein) and the properties held by ESA UD Properties L.L.C., are operated by one of five special purpose corporations (collectively, the Operating Lessee (as hereafter defined) and ESA 2007 Operating Lessee Inc.).<sup>5</sup> BHAC owns the

---

<sup>3</sup> For ease of reference, “Extended Stay Hotels” shall refer to the hotels owned and operated by both ESI and Homestead.

<sup>4</sup> In May 2009, ESI determined to that it would no longer elect to be treated as a REIT. After submitting the necessary paperwork and taking related actions, ESI is no longer considered a REIT as of the date hereof.

<sup>5</sup> As further described herein, the Operating Lessee and ESA 2007 Operating Lessee Inc. do not actually manage the REIT mortgaged properties or the properties held by ESA UD Properties L.L.C. Rather, the Operating Lessee and ESA 2007 Operating Lessee Inc. have entered into agreements with HVM, whereby HVM manages the REIT mortgaged properties and the properties held by ESA UD Properties L.L.C.



trademarks for the Extended Stay America, Studio Plus, Crossland, and Extended Stay Deluxe brands, along with minor variations of those names. The Homestead “branch” owns, or leases, and operates 132 hotels under the Homestead Studio Suites brand name, along with minor variations of that name. Together, the Homestead and ESI entities hold a portfolio of 684 hotels and one office building.<sup>6</sup>

10. The Homestead segment and the ESI segment are connected through a common owner, DL-DW Holdings LLC (“DL-DW”). In June 2007, DL-DW was formed by an investment consortium consisting of, among others, David Lichtenstein (“Lichtenstein”) and Arbor Realty Trust (“Arbor”), for the purpose of the acquisition of Extended Stay (the “Acquisition”), which included hotels, Extended Stay’s headquarters, and all of the Extended Stay brands from the Blackstone Group (“Blackstone”). As a result of the Acquisition, Lichtenstein, and other parties, own DL-DW, which, together with those other parties, directly or indirectly owns the 100% of the interests in ESI and Homestead. Specifically, (a) Lightstone owns DL-DW, together with BRE/ESH Holding LLC (an entity holding the residual investments of Blackstone) and other affiliates, which in turn owns Homestead, and (b) affiliates of Lightstone and Arbor own BHAC, which in turn owns ESI.

11. There are numerous special purpose entity subsidiaries under ESI and Homestead (the “SPE Entities”) that own, either directly or indirectly, through lease or title,

---

The definition of “Operating Lessee” does not include ESA 2007 Operating Lessee Inc., which was not a party to the Mortgage Loan Agreement but acts as the operating lessee for the properties held by ESA UD Properties L.L.C.

<sup>6</sup> In the Extended Stay portfolio, 664 hotels were pledged as collateral for the Mortgage Debt (as defined herein). Two properties held by ESA UD Properties L.L.C., located in Finley, Ohio and Wilkes Barre, Pennsylvania, are subject to an approximately \$8.5 million loan with Bank of America, and were not pledged as collateral for the Mortgage Debt. In addition, there are 18 hotels operating under the Homestead brand name, 17 of which are subject to a lease between HVI (2) L.L.C. and HFI Acquisitions Company L.L.C., and 1 hotel subject to a lease between ES NAV LLC and HUB Properties GA LLC. HVI (2) L.L.C. and ES NAV L.L.C. are not Debtors in these chapter 11 cases.

interests in the applicable hotel properties. Twenty-one of the SPE Entities are borrowers under that certain mortgage loan agreement, as further detailed in section III below. In addition, five of the subsidiaries under ESI were organized as operating lessees and entered into separate agreements with certain of the SPE Entities, pursuant to which the applicable hotel properties held by or through such SPE Entities are leased to the applicable Operating Lessee or ESA 2007 Operating Lessee.

12. Another component of the financing associated with the Acquisition was the formation of ten levels of mezzanine entities (each, a “Mezzanine Borrower”), each of which pledged its security interest in the equity of the entity beneath it to the respective lenders (collectively, the “Mezzanine Lenders,” as further defined herein). In order to implement the mezzanine financing, two branches were established beneath ESI, the “ESA Mezz Entities” and the “ESA P Mezz Entities.” Similarly, the “Homestead Mezz Entities” (which, together with the ESA Mezz Entities, and the ESA P Mezz Entities, shall be referred to as the “Mezz Entities”) were created beneath Homestead. As reflected on the organizational chart, (i) the ESA P Mezz Entities own (directly or indirectly) all of the equity interests in the ESA P SPE Entities, (ii) the ESA Mezz Entities own (directly or indirectly) all of the equity interests in the ESA SPEs, and (iii) the Homestead Mezz Entities own (directly or indirectly) all of the equity interests in the Homestead SPEs. The Mezz Entities are numbered for their respective tranches of the Mezzanine Debt (as defined below), and each Mezz Entity is the sole equity member of the Mezz Entity directly beneath it.

13. Extended Stay maintains its corporate headquarters in Spartanburg, South Carolina, and its properties extend across 44 states and 2 provinces in Canada. Certain management operations of Extended Stay are conducted at offices located at 460 Park Avenue in

New York City. All of the Extended Stay Debtors are incorporated in Delaware, with the exception of ESA Canada Operating Lessee Inc, which was incorporated in Canada. Each Extended Stay Debtor which owns one or more hotels in the United States has a contract in place with HVM, the management company that manages the hotels and provides administrative functions in order to facilitate the operations of the hotels. HVM is owned by three individuals, Gary DeLapp (President), Bob Micklash (Chief Operating Officer) and F. Joseph Rogers (Executive Vice President). HVM appointed HVM Manager, L.L.C. (the “Manager”), an entity owned by Lichtenstein, as the managing member of HVM, with the rights and authority to direct the operations of HVM. Lichtenstein does not have any economic interest in HVM. HVM Canada Hotel Management ULC (“HVM Canada”) is a subsidiary of HVM, and manages the three Canadian Extended Stay hotels, which are located in Ontario and Newfoundland, and which function independently of the hotels and management located in the United States. HVM, and its affiliated entities, are not debtors in these bankruptcy cases.

14. Currently, Extended Stay, through HVM, employs approximately 10,000 employees in its hotels and facilities. There are approximately 7,563 hourly employees and 2,340 salaried employees. In Canada, there are approximately 68 full time employees and 19 part time employees. As a result of the management arrangement with HVM and HVM Canada, Extended Stay does not have its own employees.

15. Moreover, substantially all of the Debtors operating expenses, including their trade payables, are incurred by and paid by HVM on behalf of the Debtors, and reimbursed to HVM through the management fee and other arrangements between HVM and the Debtors.

### III.

#### **Debt Structure**

16. In June 2007, Extended Stay was acquired by an investor consortium lead by Lichtenstein. The Acquisition was financed through loans in an aggregate amount of \$7.4 billion, which consisted of (i) a mortgage loan in the principal amount of \$4.1 billion (the “Mortgage Debt” or the “Mortgage Loan”) and (ii) an aggregate of \$3.3 billion in 10 mezzanine loan tranches (collectively, the “Mezzanine Debt” or collectively, the “Mezzanine Loan”).

17. The instruments evidencing Extended Stay’s significant indebtedness are described below. In addition, as of the date hereof, other than amounts owed to HVM, the Debtors have trade debt of approximately \$278,775.80.

#### **Mortgage Loan Agreement**

18. Certain of the Debtors are borrowers (the “Mortgage Borrowers”)<sup>7</sup> under that certain Loan Agreement, dated as of June 11, 2007 (as amended, restated, replaced, supplemented or otherwise modified from time to time, the “Mortgage Loan Agreement”), by and among the Mortgage Borrowers, ESA P Portfolio MD Trust and ESA MD Properties Business Trust (collectively, the “Maryland Owner”), ESA Canada Trustee, Inc. (the “Signatory Trustee”), ESA Canada Properties Trust (the “Canadian Trust”), ESA P Portfolio Operating Lessee Inc., ESA 2005 Operating Lessee Inc., ESA Canada Operating Lessee Inc., and ESA Operating Lessee Inc. (collectively, the “Operating Lessee”), and Wachovia Bank, N.A.

---

<sup>7</sup> The Debtors which are Mortgage Borrowers under the Mortgage Loan Agreement are as follows: ESA 2005 Portfolio L.L.C., ESA 2005- San Jose L.L.C., ESA 2005- Waltham L.L.C., ESA Acquisition Properties L.L.C., ESA Alaska L.L.C., ESA Canada Properties Borrower L.L.C., ESA FL Properties L.L.C., ESA MD Borrower L.L.C., ESA MN Properties L.L.C., ESA P Portfolio L.L.C., ESA P Portfolio MD Borrower L.L.C., ESA P Portfolio PA Properties L.L.C., ESA P Portfolio TXNC Properties L.P., ESA PA Properties L.L.C., ESA Properties L.L.C., ESA TX Properties L.P., ESH/Homestead Portfolio L.L.C., ESH/HV Properties L.L.C., ESH/MSTX Property L.P., ESH/TN Properties L.L.C., ESH/TX Properties L.P..

(“Wachovia”), Bear Stearns Commercial Mortgage, Inc. (“Bear”), and Bank of America, N.A. (“BofA,” and together with Wachovia and Bear, and their respective successors and assigns, the “Mortgage Lenders”). Pursuant to the Mortgage Loan Agreement, and the other documents executed in connection therewith (the “Loan Documents”)<sup>8</sup>, the Mortgage Lenders extended an aggregate of \$4.1 billion to the Mortgage Borrowers. Although the Mortgage Debt is non-recourse, there are certain non-recourse carve-outs under the Mortgage Loan Agreement. ESI, Homestead, Lightstone Holdings, LLC, an entity owned by Lichtenstein, and Lichtenstein are the guarantors (collectively, the “Guarantor”) of the non-recourse carve-out provisions of the Mortgage Debt.<sup>9</sup> Additionally, ESA P Portfolio MD Trust, ESA P Portfolio MD Beneficiary L.L.C., ESA MD Properties Business Trust and ESA MD Beneficiary L.L.C., collectively, guarantied the obligations of ESA P Portfolio MD Borrower L.L.C. and ESA MD Borrower L.L.C. under the Mortgage Debt. ESA Canada Trustee Inc., ESA Canada Beneficiary Inc. and ESA Canada Properties Trust collectively, guarantied the obligations of ESA Canada Properties Borrower L.L.C. under the Mortgage Debt.

19. The Mortgage Debt is secured by cross-collateralized and cross-defaulted first priority liens on 666 properties (collectively, the “Mortgaged Properties”), comprised of 664

---

<sup>8</sup> “Loan Documents” shall mean, collectively, the Mortgage Loan Agreement, the Note, the Security Instruments, the Environmental Indemnity, the Assignment of Management Agreement, the Assignment of Franchise Agreement, the Subordination of ESA Note, the Guaranty, the Cash Management Agreement, the Interest Rate Cap Agreement, the Assignments of Interest Rate Cap Agreement, the Contribution Agreement, the Canadian Indemnity Guaranty, the Maryland Indemnity Guaranty, the Assignment of ESA Note, Subordination of Aristocrat Notes, the Maryland Beneficiary Pledge Agreement, the Canadian Beneficiary Pledge Agreement, the Security Account Control Agreement, the Trademark Security Agreement (all as defined in the Mortgage Loan Agreement) and all other documents executed and/or delivered in connection with the Loan, in each case, as the same may be amended, restated, replaced, supplemented or otherwise modified from time to time.

<sup>9</sup> In addition, ESI is a guarantor under that certain Loan Agreement between Debtor ESA UD Properties L.L.C., Debtor ESA 2007 Operating Lessee Inc., and Bank of America, N.A., as lender, dated February 14, 2008, in the amount of approximately \$8.5 million.

hotels, Extended Stay's headquarters building in Spartanburg, South Carolina, and a parcel of undeveloped land located in Minnesota, and the other collateral, as set forth in the Loan Documents, including all of the cash proceeds generated from the Mortgaged Properties. As of the Commencement Date, the aggregate principal amount of approximately \$4.1 billion was outstanding under the Mortgage Loan.

### **Securitization of the Mortgage Loan**

20. Subsequent to the closing of the 2007 Acquisition, the Mortgage Lenders sold their interests in the Mortgage Loan, and received in exchange therefore certificates representing their ownership of the beneficial interests of a vehicle (the "Trust") holding the Mortgage Loan and the collateral therefor. In turn, certain investors bought those interests (the "Certificate Holders") and the Certificate Holders hold the certificates representing a beneficial interest in the Trust. The Trust is governed by the Trust and Servicing Agreement, an agreement between Wachovia Large Loan, Inc., as depositor, Wachovia Bank, National Association, as servicer and special servicer, and Wells Fargo Bank, N.A., as trustee (the "Trust and Servicing Agreement"), dated as of August 1, 2007. Although nominally they have indirect interests in the Mortgage Loan, the Certificate Holders are the real parties in interest with respect to the Mortgage Debt and own 100% of the beneficial interests in the Mortgage Debt. There are 18 principal balance classes of Certificates and, under the Trust and Servicing Agreement, distributions with respect to the Mortgage Loan are allocated to each class of Certificates based on their alphabetical (and, if applicable, numerical) designation, starting with Class A-1. The alphabetical (and numerical, if applicable) designation denotes the priority of the class of Certificates as among the other classes of Certificates.

## **Mezzanine Loan Agreements**

21. The Mezzanine Borrowers<sup>10</sup> are borrowers under ten different Mezzanine Loan Agreements (the “Mezzanine Loan Agreements”), with Wachovia Bank, National Association, Bear Stearns Commercial Mortgage, Inc. and Bank of America, N.A., as lenders (collectively with their respective successors and assigns, the “Mezzanine Lenders”), dated June 11, 2007. As of the Commencement Date, the aggregate principal amount of approximately \$3.3 billion was outstanding under the Mezzanine Loan Agreements.

22. Pursuant to the Mezzanine Loan Agreements, the Mezzanine Debt is secured by the applicable Pledge Agreement and the other Mezzanine Loan Documents.<sup>11</sup> The Mezzanine Debt is not secured by any of the Mortgaged Properties nor any of the other collateral securing the Mortgage Debt, including the cash and proceeds generated from the Mortgaged Properties. Mezzanine A Borrower is the legal and beneficial owner of 100% of the issued and

---

<sup>10</sup> The “Mezzanine Borrowers” consist of the following entities: ESH/Homestead Mezz L.L.C., ESA P Mezz L.L.C. and ESA Mezz L.L.C. (the “Mezzanine A Borrower”), ESH/Homestead Mezz 2 L.L.C., ESA P Mezz 2 L.L.C. and ESA Mezz 2 L.L.C. (the “Mezzanine B Borrower”), ESH/Homestead Mezz 3 L.L.C., ESA P Mezz 3 L.L.C. and ESA Mezz 3 L.L.C. (the “Mezzanine C Borrower”), ESH/Homestead Mezz 4 L.L.C., ESA P Mezz 4 L.L.C. and ESA Mezz 4 L.L.C. (the “Mezzanine D Borrower”), ESH/Homestead Mezz 5 L.L.C., ESA P Mezz 5 L.L.C. and ESA Mezz 5 L.L.C. (the “Mezzanine E Borrower”), ESH/Homestead Mezz 6 L.L.C., ESA P Mezz 6 L.L.C. and ESA Mezz 6 L.L.C. (the “Mezzanine F Borrower”), ESH/Homestead Mezz 7 L.L.C., ESA P Mezz 7 L.L.C. and ESA Mezz 7 L.L.C. (the “Mezzanine G Borrower”), ESH/Homestead Mezz 8 L.L.C., ESA P Mezz 8 L.L.C. and ESA Mezz 8 L.L.C. (the “Mezzanine H Borrower”), ESH/Homestead Mezz 9 L.L.C., ESA P Mezz 9 L.L.C. and ESA Mezz 9 L.L.C. (the “Mezzanine I Borrower”), ESH/Homestead Mezz 10 L.L.C., ESA P Mezz 10 L.L.C. and ESA Mezz 10 L.L.C. (the “Mezzanine J Borrower”). Each Mezzanine Borrower is party to its respective Mezzanine Loan.

<sup>11</sup> “Mezzanine Loan Documents” shall mean, with respect to each mezzanine loan, the Mezzanine Loan Agreement, the Note, the Pledge Agreement, the Environmental Indemnity, the Subordination of Management Agreement, the Subordination of Franchise Agreement, the Subordination of Aristocrat Notes, the Subordination of ESA Note, the Guaranty, the Cash Management Agreement, the Interest Rate Cap Agreement, the Assignment of Interest Rate Cap Agreement, the Contribution Agreement (all as defined in the Mezzanine Loan Agreements), and all other documents executed and/or delivered in connection with the Mezzanine Loans, in each case, as the same may be amended, restated, replaced, supplemented or otherwise modified from time to time.

outstanding membership interests in certain of the Debtors, and has pledged all of its interests in those entities and certain other rights, and all proceeds of each, as security for the Mezzanine A Loan. The Mezzanine B Borrower is the legal and beneficial owner of 100% of the issued and outstanding membership interests in Mezzanine A Borrower, and has pledged all of its membership interests in Mezzanine A Borrower, certain other rights, and all proceeds of each as security for the Mezzanine B Loan; and the same arrangement has been entered into by the Mezzanine C, D, E, F, G, H, I, and J Borrowers for each respective level of the Mezzanine Debt. Consequently, the Mezzanine J Loan is the most structurally subordinate of the Mezzanine Loans. Subsequent to the Acquisition, the Mezzanine Lenders assigned some of their interests in Mezzanine Loans to various investors.

#### **Intercreditor Agreement**

23. The Mortgage Lenders and the Mezzanine Lenders have entered into an Intercreditor Agreement dated as of June 11, 2007 that governs certain of their respective rights and interests in the Mortgage Loan and the Mezzanine Loans relating to, among other things, their rights and the exercise of remedies during an Event of Default and in the event of a bankruptcy filing of their respective borrowers, and the payment subordination of the Mezzanine Loans to the payment in full of the Mortgage Loan, including related enforcement and turn-over provisions.

#### **Senior Subordinated Notes**

24. Pursuant to an indenture, dated as of June 27, 2001 (as supplemented, modified or amended thereafter, the “Indenture”), between Manufacturers and Traders Trust Company, as trustee, and Extended Stay America, Inc.,<sup>12</sup> Extended Stay America, Inc.

---

<sup>12</sup> Extended Stay America, Inc. has since merged into Extended Stay, Inc.



authorized the issuance of up to \$300 million in principal amount of Senior Subordinated Notes due June 15, 2011, which bear interest at the rate of 9-7/8% per annum (the “Senior Subordinated Notes”). Interest on the Senior Subordinated Notes is payable semiannually on June 15 and December 15 of each year. As of Commencement Date, approximately \$8.5 million was outstanding pursuant to the Senior Subordinated Notes, including accrued and unpaid interest.

#### IV.

##### **Events Leading to the Chapter 11 Cases**

25. Extended Stay is in a liquidity crisis that is directly attributable to the impact of the deteriorating condition and instability of the financial markets on the expected performance of the entire hospitality industry. The sole source of Extended Stay’s revenue stream is the income received from the Extended Stay guests who stay at the hotels. Since the Acquisition closed in June 2007, Extended Stay has operated in a difficult financial environment, driven by reduced consumer and commercial spending and high fuel prices, resulting in a devastating impact on occupancy rates at Extended Stay hotels. This has been exacerbated by the unprecedented collapse of the financial markets and crisis in the credit markets. Since the typical Extended Stay customer seeks a lengthy stay based on commercial relocation, the contraction of construction and new business development began to significantly and adversely affect Extended Stay’s revenue stream.

26. Based on the collapse of the financial markets, including the real estate markets, the value of the Mortgaged Properties has substantially declined since 2007, as have Extended Stay’s revenues, resulting in a severe erosion of Extended Stay’s enterprise value. In addition, due to the dramatic reduction in RevPar, Extended Stay has been compelled to

significantly under-invest in its assets and properties, to the detriment of the enterprise value of Extended Stay. Extended Stay has lacked the funds necessary to make improvements in the Mortgaged Properties, resulting in a deterioration of the value of the Mortgaged Properties that are collateral for the Mortgage Loan. To stay competitive and to preserve the value of its assets, Extended Stay has identified various capital expenditures and improvements that are vital for the future of the business. However, Extended Stay is completely dependent on its operating cash flow to pay expenses and debt service, leaving it short of the cash necessary to pay for such development and redevelopment costs.

27. As a result of Extended Stay's decreasing cash revenue, continuing inability to meet the threshold regarding the debt yield covenant ("Debt Yield Covenant") required under the Mortgage Loan Agreement and the Mezzanine Loan Agreements, and the resulting inability of Extended Stay to get relief from the Cash Management Agreement and the fact that receipts have been insufficient to fund the full cash flow distribution, as described in the Cash Management Agreement, including occupancy taxes, the Debtors confronted a situation in which it appeared that they would not have access to sufficient liquidity to run their operations, both in the immediate future and on a long term going concern basis. Although the tranches of the Mortgage Loan that mature in June 2009 have generous extension terms, such terms require the Debtors to make significant amortization payments beginning in June of 2009. Based on Extended Stay's cash flow projections and need to make critical capital expenditures, Extended Stay is significantly over-leveraged and the projected cash flows cannot continue to service over \$7 billion in debt. As a result, a comprehensive restructuring of the entire capital structure is necessary to preserve and maximize value.

28. Accordingly, Extended Stay began to consult with the necessary professionals to facilitate a discussion with the Certificate Holders and the Mezzanine Lenders regarding a potential restructuring of Extended Stay.

### **Restructuring Efforts**

29. In connection with pursuing a restructuring or recapitalization of Extended Stay, Lazard Freres & Co. LLC ("Lazard") was retained as an investment banker in September 2008. Since then, Lazard has reviewed and analyzed Extended Stay's business, operations and financial projections, evaluated Extended Stay's potential debt capacity in light of its projected cash flows, assisted in the determination of a range of value for Extended Stay on a going concern basis, and has participated and facilitated meetings and negotiations with the various advisors for the Certificate Holders and the Mezzanine Lenders.

30. During the past nine months, Extended Stay and Lazard have engaged in numerous discussions and negotiations with representatives of an informal group of certain significant Certificate Holders (the "Ad Hoc Mortgage Lender Group"), regarding a potential recapitalization of Extended Stay's debt structure. In addition, the Debtors and their professionals conducted discussions with some of the holders of the Mezzanine Debt (the "Ad Hoc Mezzanine Lender Group") with respect to a potential recapitalization of Extended Stay's debt structure.

31. At the end of January 2009, the parties began to exchange draft term sheets reflecting proposed restructuring terms for both the Mortgage and Mezzanine Debt. For the next several months, Extended Stay and Lazard negotiated separately with each of the Ad Hoc Mortgage Lender Group and the Ad Hoc Mezzanine Lender Group and their respective advisors to finalize the terms of a reorganization of the debt and equity structure of Extended Stay that would allow Extended Stay to continue to operate as a viable business. The Debtors

were unable to reach an acceptable agreement with the Ad Hoc Mortgage Lender Group within the necessary time constraints. The Debtors were, however, able to reach a timely agreement with the Ad Hoc Mezzanine Lender Group which represented the best option available at the time. Accordingly, on May 19, 2009, Extended Stay and certain holders of the Mezzanine Debt reached an agreement regarding a consensual foreclosure of certain of Extended Stay's mezzanine debt (the "CIL Transaction"). Consummation of the CIL Transaction would have resulted in the elimination of approximately \$3 billion in mezzanine indebtedness and the concomitant elimination of certain debt amortization payment requirements in respect of the Mortgage Debt. However, despite extraordinary efforts to effectuate the closing of the CIL Transaction within the very short time period available under the circumstances, the closing of the CIL Transaction was precluded by the entry of temporary restraining orders entered by the Supreme Court of the State of New York (*Line Trust Corporation, Ltd. et al. v. Wachovia Bank, N.A., et al.*, Index No. 601713/2009) and the District Court of Dallas County (*Atlas Ventures I, LLC v. Wachovia Bank, N.A., Bank of America, N.A., U.S. Bank, as Trustee for Maiden Lane Commercial Mortgage-Backed Securities Trust 2008-1, BlackRock Financial Management, Inc., Merrill Lynch Mortgage Lending, Inc.*, No. 09-07058) as a result of actions commenced by more junior mezzanine lenders.

32. Even as the Debtors prepared for closing of the CIL Transaction, and in view of various contingencies associated with the closing, Extended Stay and its advisors continued their discussions with the holders of the Mortgage Debt in order to develop a contingency plan in the event the CIL Transaction could not close before June 10, 2009, the outside closing date set forth therein.

\*

33. As a result of these efforts and facing an imminent liquidity crisis and worsening operating performance, Extended Stay ultimately determined the best alternative for preserving value was to file for chapter 11 and pursue a restructuring of its debt based on a pre-negotiated term sheet for a chapter 11 plan, as agreed with the Ad Hoc Mortgage Lender Group. To that end, immediately prior to the commencement of the Debtors' chapter 11 cases, Extended Stay reached an agreement in principle with the Ad Hoc Mortgage Lender Group on the terms of a restructuring that reflects a manageable level of debt and provides Extended Stay with sufficient liquidity for operations and to make necessary improvements to ensure Extended Stay's ability to operate as a going-concern. The agreement in principle among Extended Stay and the Ad Hoc Mortgage Lender Group was memorialized in a term sheet (the "Restructuring Term Sheet"), a copy of which is annexed hereto as "Exhibit C." Based on the analysis performed to date, Extended Stay believes that the terms set forth in the Restructuring Term Sheet reflect a valuation that approximates the mid-point of the range of Extended Stay's enterprise value, after adjusting for the capitalized lease. The Restructuring Term Sheet will form the basis for the Debtors' chapter 11 plan, which the Debtors intend to file with the Bankruptcy Court in the near term. As a result, it is contemplated that the Debtors' proposed chapter 11 plan (the "Plan") will be a consensual arrangement among the Debtors and their senior creditors, which is intended to maximize value for all constituents and ensure the Debtors' viability as a going concern.

34. The Debtors have concluded that the proposed restructuring with the Mortgage Lenders and the Certificate Holders is the best way of maximizing value for all of the Debtors' stakeholders.

## V.

### **The Debtors' Financial Outlook**

35. Extended Stay is struggling to find its footing as the economic environment remains unstable. The tightening credit markets, the reduction in construction activity and increased unemployment have decreased the demand for Extended Stay accommodations, as fewer construction sites, consulting opportunities and travel plans are coming to fruition. As such, Extended Stay faces a future where the performance of its business remains uncertain and is inextricably tied to trends in consumer spending and the performance of the financial and credit markets.

36. Extended Stay believes, however, that with the restructured capital structure contemplated by the Restructuring Term Sheet, Extended Stay will emerge from chapter 11 significantly de-levered with the ability to withstand the current unstable economic environment and to strengthen the business with re-investment. In the meantime, Extended Stay expects to continue operating during the chapter 11 cases with sufficient access to liquidity.

37. Given that the Debtors' operations generate positive cash flow on an operating basis, they expect to be able to fund their postpetition operations by the use of cash collateral with the consent of the Ad Hoc Mortgage Lender Group and do not need debtor-in-possession financing. Subject to the terms and conditions set forth in the Debtors' Motion For Order (A) (i) Authorizing Use of Cash Collateral, (ii) Granting Adequate Protection, and (iii) Modifying the Automatic Stay, and (B) Scheduling A Final Hearing Pursuant to Bankruptcy Rule 4001, the Debtors have reached an agreement with the Ad Hoc Mortgage Lender Group to use the Mortgage Lenders' cash collateral, which will enable ongoing operation of the Extended Stay properties. These funds will serve as the only cash resource during the administration of

these chapter 11 cases and will be used to advance funds to HVM with which to continue to operate the Debtors' hotel business. Contemporaneously herewith, the Debtors have filed the Debtors' Motion For Order (A) (i) Authorizing Use of Cash Collateral, (ii) Granting Adequate Protection, and (iii) Modifying the Automatic Stay, and (B) Scheduling A Final Hearing Pursuant to Bankruptcy Rule 4001 and the Debtors' Motion Pursuant to Sections 105 and 363(b) of the Bankruptcy Code for Authorization to Reimburse HVM L.L.C. for Critical Operating Expenses Incurred on Debtors' Behalf Prior to the Commencement Date.

## **VI.**

### **Information Required by Local Rule 1007-2**

38. Local Rule 1007-2 requires certain information related to the Debtors, which is set forth below.

39. The information requested in Local Rule 1007-2(a)(1) is set forth in Parts I and IV above.

40. Pursuant to Local Rule 1007-2(a)(3), Schedule 1 hereto lists the attorneys for the Ad Hoc Mortgage Lender Group and the Ad Hoc Mezzanine Lender Group organized prior to the order for relief in these chapter 11 cases, and a brief description of the circumstances surrounding the formation of each committee and the date of its formation.

41. Pursuant to Local Rule 1007-2(a)(4), Schedule 2 hereto lists the following information with respect to each of the holders of the Debtors' 5 largest unsecured claims on a consolidated basis, excluding claims of insiders: the creditor's name, address (including the number, street, apartment or suite number, and zip code, if not included in the post office address), and telephone number; the name(s) of persons(s) familiar with the Debtors' accounts, the amount of the claim, and an indication of whether the claim is contingent, unliquidated, disputed, or partially secured.

42. Pursuant to Local Rule 1007-2(a)(5), Schedule 3 hereto provides the following information with respect to each of the holders of the five largest secured claims against the Debtors on a consolidated basis: the creditor's name, address (including the number, street, apartment or suite number, and zip code, if not included in the post office address), and telephone number; the amount of the claim; a brief description of the collateral securing the claim; an estimate of the value of the collateral and whether the claim or lien is disputed.

43. Pursuant to Local Rule 1007-2(a)(6), Schedule 4 hereto provides a summary of the Debtors' assets and liabilities.

44. In response to the information requested in Local Rule 1007-2(a)(7), the Debtors do not have any publicly held stock, debentures or other securities.

45. Pursuant to Local Rule 1007-2(a)(8), Schedule 5 hereto provides a list of all of the Debtors' property in the possession or custody of any custodian, public officer, mortgagee, pledgee, assignee of rents, secured creditor, or agent for any such entity, giving the name, address, and telephone number of such entity and the location of the court in which any proceeding relating thereto is pending.

46. Pursuant to Local Rule 1007-2(a)(9), Schedule 6 hereto provides a list of the premises owned, leased or held under other arrangement from which the Debtors operate their businesses.

47. Pursuant to Local Rule 1007-2(a)(10), Schedule 7 hereto provides the location of the Debtors' substantial assets, the location of their books and records, and the nature, location, and value of any assets held by the Debtors outside the territorial limits of the United States.



48. Pursuant to Local Rule 1007-2(a)(11), Schedule 8 hereto provides a list of the nature and present status of each action or proceeding, pending or threatened, against the Debtors or their property.

49. Pursuant to Local Rule 1007-2(a)(12), Schedule 9 hereto provides a list of the names of the individuals who comprise the Debtors' existing senior management, their tenure with the Debtors, and a brief summary of their relevant responsibilities and experience.

50. Pursuant to Local Rule 1007-2(b)(1)-(2)(A), Schedule 10 hereto provides the estimated amount of weekly payroll to the Debtors' employees (not including officers, directors and stockholders) and the estimated amount to be paid to officers, stockholders, directors and financial and business consultants retained by the Debtors, for the thirty (30) day period following the filing of the Debtors' chapter 11 petitions.<sup>13</sup>

---

<sup>13</sup> Although the information has been provided, the Debtors note that such obligations are paid on their behalf by HVM, and not directly by any of the Debtors entities.

51. Pursuant to Local Rule 1007-2(b)(3), Schedule 11 hereto provides, for the thirty (30) day period following the filing of the chapter 11 petitions, a list of estimated cash receipts and disbursements, net cash gain or loss, and obligations and receivables expected to accrue that remain unpaid, other than professional fees.

52. The foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: June 15, 2009

EXTENDED STAY INC., et al.

/s/ Joseph Teichman  
Joseph Teichman  
Secretary and General Counsel

## **EXHIBIT A**

<b>Debtor</b>	<b>Last Four Digits of Federal Tax I.D. Number</b>
Extended Stay Inc.	7401
ESA P Portfolio L.L.C. f/k/a BRE/ESA P Portfolio L.L.C.	7190
ESA 2005 Portfolio L.L.C. f/k/a BRE/ESA 2005 Portfolio L.L.C.	8617
ESA 2005-San Jose L.L.C. f/k/a BRE/ESA 2005-San Jose L.L.C.	1317
ESA 2005-Waltham L.L.C. f/k/a BRE/ESA 2005-Waltham L.L.C.	1418
ESA Acquisition Properties L.L.C. f/k/a BRE/ESA Acquisition Properties L.L.C.	8149
ESA Alaska L.L.C. f/k/a BRE/ESA Alaska L.L.C.	8213
ESA Canada Properties Borrower L.L.C. f/k/a BRE/ESA Canada Properties Borrower L.L.C.	7476
ESA FL Properties L.L.C. f/k/a BRE/ESA FL Properties L.L.C.	7687
ESA MD Borrower L.L.C. f/k/a BRE/ESA MD Borrower L.L.C.	8839
ESA MN Properties L.L.C. f/k/a BRE/ESA MN Properties L.L.C.	0648
ESA P Portfolio MD Borrower L.L.C. f/k/a BRE/ESA P Portfolio MD Borrower L.L.C.	7448
ESA P Portfolio PA Properties L.L.C. f/k/a BRE/ESA P Portfolio PA Properties L.L.C.	6306
ESA P Portfolio TXNC Properties L.P. f/k/a BRE/ESA P Portfolio TXNC Properties L.P.	7378
ESA PA Properties L.L.C. f/k/a BRE/ESA PA Properties L.L.C.	7652
ESA Properties L.L.C. f/k/a BRE/ESA Properties L.L.C.	1249
ESA TX Properties L.P. f/k/a BRE/ESA TX Properties L.P.	1295
ESH/Homestead Portfolio L.L.C. f/k/a BRE/Homestead Portfolio L.L.C.	9049
ESH/HV Properties L.L.C. f/k/a BRE/HV Properties L.L.C.	8927
ESH/MSTX Property L.P. f/k/a BRE/MSTX Property L.P.	5862
ESH/TN Properties L.L.C. f/k/a BRE/TN Properties L.L.C.	5781
ESH/TX Properties L.P. f/k/a BRE/TX Properties L.P.	6964
ESH/Homestead Mezz L.L.C. f/k/a BRE/Homestead Mezz L.L.C.	9883

<b>Debtor</b>	<b>Last Four Digits of Federal Tax I.D. Number</b>
ESA P Mezz L.L.C. f/k/a BRE/ESA P Mezz L.L.C.	7467
ESA Mezz L.L.C. f/k/a BRE/ESA Mezz L.L.C.	0767
ESH/Homestead Mezz 2 L.L.C. f/k/a BRE/Homestead Mezz 2 L.L.C.	9903
ESA P Mezz 2 L.L.C. f/k/a BRE/ESA P Mezz 2 L.L.C.	7480
ESA Mezz 2 L.L.C. f/k/a BRE/ESA Mezz 2 L.L.C.	0866
ESH/Homestead Mezz 3 L.L.C. f/k/a BRE/Homestead Mezz 3 L.L.C.	9936
ESA P Mezz 3 L.L.C. f/k/a BRE/ESA P Mezz 3 L.L.C.	8977
ESA Mezz 3 L.L.C. f/k/a BRE/ESA Mezz 3 L.L.C.	0929
ESH/Homestead Mezz 4 L.L.C. f/k/a BRE/Homestead Mezz 4 L.L.C.	9953
ESA P Mezz 4 L.L.C. f/k/a BRE/ESA P Mezz 4 L.L.C.	8997
ESA Mezz 4 L.L.C. f/k/a BRE/ESA Mezz 4 L.L.C.	0964
ESH/Homestead Mezz 5 L.L.C. f/k/a BRE/Homestead Mezz 5 L.L.C.	9613
ESA P Mezz 5 L.L.C. f/k/a BRE/ESA P Mezz 5 L.L.C.	9186
ESA Mezz 5 L.L.C. f/k/a BRE/ESA Mezz 5 L.L.C.	1006
ESH/Homestead Mezz 6 L.L.C. f/k/a BRE/Homestead Mezz 6 L.L.C.	9667
ESA P Mezz 6 L.L.C. f/k/a BRE/ESA P Mezz 6 L.L.C.	9247
ESA Mezz 6 L.L.C. f/k/a BRE/ESA Mezz 6 L.L.C.	8995
ESH/Homestead Mezz 7 L.L.C. f/k/a BRE/Homestead Mezz 7 L.L.C.	9722
ESA P Mezz 7 L.L.C. f/k/a BRE/ESA P Mezz 7 L.L.C.	9349
ESA Mezz 7 L.L.C. f/k/a BRE/ESA Mezz 7 L.L.C.	9065
ESH/Homestead Mezz 8 L.L.C. f/k/a BRE/Homestead Mezz 8 L.L.C.	9779
ESA P Mezz 8 L.L.C.	9402
ESA Mezz 8 L.L.C. f/k/a BRE/ESA Mezz 8 L.L.C.	9117
ESH/Homestead Mezz 9 L.L.C. f/k/a BRE/Homestead Mezz 9 L.L.C.	1011
ESA P Mezz 9 L.L.C.	0281

<b>Debtor</b>	<b>Last Four Digits of Federal Tax I.D. Number</b>
ESA Mezz 9 L.L.C.	0923
ESH/Homestead Mezz 10 L.L.C. f/k/a BRE/Homestead Mezz 10 L.L.C.	1063
ESA P Mezz 10 L.L.C.	0224
ESA Mezz 10 L.L.C.	0175
Homestead Village L.L.C. f/k/a BRE/Homestead Village L.L.C.	8930
ESA MD Beneficiary L.L.C. f/k/a BRE/ESA MD Beneficiary L.L.C.	7038
ESA P Portfolio MD Trust f/k/a BRE/ESA P Portfolio MD Trust	8258
ESA MD Properties Business Trust f/k/a BRE/ESA MD Properties Business Trust	6992
ESA P Portfolio MD Beneficiary L.L.C. f/k/a BRE/ESA P Portfolio MD Beneficiary L.L.C.	8432
ESA Canada Properties Trust f/k/a BRE/ESA Canada Properties Trust	2314
ESA Canada Trustee Inc. f/k/a BRE/ESA Canada Trustee Inc.	2861
ESA Canada Beneficiary Inc. f/k/a BRE/ESA Canada Beneficiary Inc.	7543
ESA UD Properties L.L.C.	7075
ESA 2007 Operating Lessee Inc. f/k/a BRE/ESA 2007 Operating Lessee Inc.	9408
ESA 2005 Operating Lessee Inc. f/k/a BRE/ESA 2005 Operating Lessee Inc.	8471
ESA Operating Lessee Inc. f/k/a BRE/ESA Operating Lessee Inc.	4369
ESA P Portfolio Operating Lessee Inc. f/k/a BRE/ESA P Portfolio Operating Lessee Inc.	7433
ESA Business Trust f/k/a BRE/ESA Business Trust	8078
ESA Management L.L.C.	9101
ESA P Portfolio Holdings L.L.C. f/k/a BRE/ESA P Portfolio Holdings L.L.C.	8432
ESA Canada Operating Lessee Inc. f/k/a BRE/ESA Canada Operating Lessee Inc.	8838
Extended Stay Hotels L.L.C.	7438

**EXHIBIT B**  
**ORGANIZATIONAL CHART**

## **EXHIBIT C**

## EXTENDED STAY HOTELS RESTRUCTURING TERM SHEET<sup>1</sup>

In an attempt to facilitate an expeditious and value maximizing restructuring, this non-binding term sheet (the "*Term Sheet*") dated as of June 12, 2009, outlines the principal economic terms of a proposed restructuring pursuant to a plan of reorganization (the "*Plan*") under chapter 11 of title 11 of the United States Code (the "*Bankruptcy Code*") of the outstanding indebtedness and equity of Extended Stay Hotels, Inc., Homestead Village L.L.C. and certain of their wholly-owned direct and indirect subsidiaries (collectively, the "*Companies*"), including, without limitation, (i) the obligations outstanding under that certain \$4.1 billion mortgage loan (the "*Mortgage Loan*") dated as of June 11, 2007, among Wachovia Bank, National Association, Bear Stearns Commercial Mortgage, Inc. and Bank of America, N.A., as co-lenders, and the borrower entities signatory thereto, and the related certificates (the "*Certificates*") that represent 100% of the beneficial interests in the Mortgage Loan; (ii) the obligations outstanding under those certain mezzanine loans (collectively, the "*Mezzanine Loans*") dated as of June 11, 2007, among the borrower entities and financial institutions signatory thereto in the aggregate amount of approximately \$3.3 billion; (iii) the outstanding preferred equity (the "*Preferred Equity*"); and (iv) the outstanding common equity and other equity interests (the "*Common Equity*").

This Term Sheet does not address all of the terms and conditions that would need to be agreed to in order to have a consensual Plan. Without limiting the generality of the foregoing, this Term Sheet is subject to the parties reaching agreement on a satisfactory use of cash collateral.

**Mortgage Loan:** Pursuant to the Plan, the Trustee for the Trust established pursuant to that certain Trust and Servicing Agreement dated as of August 1, 2007 between Wachovia Large Loan, Inc., Wachovia Bank, National Association, and Wells Fargo Bank, N.A. (the "*Trust and Servicing Agreement*"), as lender under the Mortgage Loan, will be entitled to receive in full and complete satisfaction of its claims arising under the Mortgage Loan and in exchange for the Mortgage Loan, but subject to the exchange for certain Certificates described below, (i) \$1.8 billion in principal amount of a new three-tranche first lien mortgage loan (the "*New First Lien Mortgage Loan*"), the terms of which are set forth on **Exhibit A** and shall be generally consistent with the terms of the Mortgage Loan, but shall include a to be negotiated financial covenant that is reasonably satisfactory to the

---

<sup>1</sup> The proposed terms and conditions set forth in this Term Sheet are intended merely as an outline of certain material terms of a potential transaction and do not constitute an offer, agreement or binding commitment by or on behalf of any party. This Term Sheet does not include a description of all of the terms, conditions and other provisions that would be contained in definitive documentation relating to the proposed transaction and is not intended to limit the scope of discussion and negotiation of any matters not consistent with the specific matters set forth herein. This Term Sheet is also not an offer for the purchase, sale or subscription of or solicitation or invitation of any offer to buy, sell or to subscribe for any securities nor shall it or any part of it form the basis of or be relied on in connection with any contract or commitment whatsoever.



holders of the New First Lien Mortgage Loan and the holders of Certificates that are proponents of this Term Sheet (the “*Supporting Holders*”), (ii) up to \$775 million in principal amount of a new second lien mortgage loan secured by second priority mortgages and evidenced by new second lien mortgage notes (the “*New Second Lien Notes*”), the terms of which are set forth on **Exhibit B** and shall be generally consistent with the terms of the Mortgage Loan, which mortgages shall be subject to an intercreditor agreement in form satisfactory to the holders of both the New First Lien Mortgage Loan and the New Second Lien Notes, (iii) up to \$471.25 million of new preferred stock (“*New Preferred Stock*”) to be issued by NewCo (as defined below)<sup>2</sup>, the terms of which are set forth on **Exhibit C** and (iv) 100% of the new common equity (the “*New Common Stock*”) to be issued by NewCo based on the Plan value of \$3.3 billion.

**Mortgage Loan  
Certificates:**

Except as set forth below, the Certificates will remain outstanding and will continue to represent 100% of the beneficial interest in the New First Lien Mortgage Loan. The Certificates will be serviced by the New First Lien Mortgage Loan pursuant to the terms thereof and the Trust and Servicing Agreement.

Pursuant to the Plan, the principal amount of the New First Lien Mortgage Loan will be less than the Mortgage Loan and will generate less debt service payments for the Trust to satisfy distributions on account of all classes of the Certificates. As a result, (i) the holders of the A4 Certificates will receive the New Second Lien Notes in lieu of retaining and in exchange for their A4 Certificates and (ii) all other classes of Certificates that are junior to Classes A1 through A4 as set forth on Exhibits C through D (the “*Junior Certificates*”) will have Realized Losses (as defined in the Trust and Servicing Agreement) and therefore will not be entitled to interest or principal payments on account of their Certificates. However, in order to provide holders of Junior Certificates the value and recovery on account of their Certificates that they are entitled to receive based on the value of the Companies, pursuant to the Plan, each class of holders of Junior Certificates will receive the New Preferred Stock and New Common Stock (collectively, the “*New Securities*”) (that would otherwise have been provided to the Trustee for the Trust as set forth above), in lieu of retaining and in exchange for their Certificates.

The holders of the A4 Certificates will receive in exchange for the A4 Certificates the New Second Lien Notes as set forth on **Exhibit B**, with each holder receiving its pro rata share based on its holdings as compared to the aggregate holdings within the A4 class. The

---

<sup>2</sup> The structure of the reorganized entity is to be determined based on the tax implications to the Companies and their constituencies and other considerations.

allocation and amount of the New Securities each class of Junior Certificates will receive in exchange for the Junior Certificates as provided for above are set forth on **Exhibits C and D**, with each Certificate holder in such class of Junior Certificates receiving its pro rata share based on its holdings as compared to the aggregate holdings of the class.

As set forth on **Exhibit D**, holders of Junior Certificates in classes H through M will not be entitled to a direct distribution of either the New Second Lien Notes or the New Securities. In exchange for their Junior Certificates, holders of Junior Certificates in classes H through M will receive the call options (the “*Call Options*”) described below.

In addition, the holders of A4 Certificates and/or the holders of Junior Certificates who are entitled to receive New Second Lien Notes or New Securities in exchange for their Certificates (the “*Eligible Holders*”) will have the option to elect to receive, in lieu of all or a portion of their respective interests in the New Second Lien Notes or New Securities, new unsecured debt (“*New Unsecured Debt*”) to be issued by NewCo in the aggregate amount of up to \$250 million. The New Unsecured Debt will have a nine-year term and interest will be payable in cash at a six percent annual rate. The ratio of New Second Lien Notes to New Unsecured Debt will be three to two (such that for every \$3 in New Second Lien Notes an Eligible Holder is entitled to receive under the Plan, such Eligible Holder will be entitled to elect to receive \$2 in New Unsecured Debt in lieu of the New Second Lien Notes). The ratio of New Securities to New Unsecured Debt will be three to one (such that for every \$3 in New Securities an Eligible Holder is entitled to receive under the Plan, such Eligible Holder will be entitled to elect to receive \$1 in New Unsecured Debt in lieu of the New Securities). Eligible Holders of New Second Lien Notes will have priority over Eligible Holders of New Securities to elect to receive New Unsecured Debt, subject to a cap of \$200 million (“*New Second Lien Notes Cap*”) applicable only if Eligible Holders of New Securities elect to receive more than \$50 million of New Unsecured Debt. If the New Second Lien Notes Cap applies to electing Eligible Holders of the New Second Lien Notes, the New Unsecured Debt will be distributed among such electing Eligible Holders pro rata in an aggregate amount not to exceed the New Second Lien Notes Cap. The aggregate amount of New Unsecured Debt to be issued on account and in lieu of New Securities shall not exceed \$100 million (the “*New Securities Cap*”). To the extent that Eligible Holders that are otherwise entitled to New Securities elect to receive, in the aggregate, greater than the New Securities Cap of New Unsecured Debt, the New Unsecured Debt will be distributed among such electing Eligible Holders pro rata in

an aggregate amount not to exceed the New Securities Cap.

**Mezzanine Loans:** Based upon the valuation of the Companies, the lenders under the Mezzanine Loans are not entitled to receive a distribution on account of their claims arising under the Mezzanine Loans. Therefore, the Mezzanine Loans and the claims arising thereunder will be extinguished and discharged and holders thereof will not receive a distribution on account of such claims.

However, in order to resolve and settle any and all potential claims or causes of action the holders of the Mezzanine Loans may assert or pursue against the Companies or their related entities, with the consent of the holders of the Mortgage Loan pursuant to the Plan, the holders of the Mezzanine Loans will receive the Call Options described below.

**Preferred Equity:** Based upon the valuation of the Companies, the holders of the Preferred Equity interests are not entitled to receive a distribution on account of their interests. Therefore, the Preferred Equity interests will be extinguished and holders thereof will not receive a distribution on account of such interests.

However, in order to resolve and settle any and all potential claims or causes of action the holders of the Preferred Equity may assert or pursue against the Companies or their related entities, with the consent of the holders of the Mortgage Loan pursuant to the Plan, the holders of the Preferred Equity Interests will receive the Call Options described below and warrants (the “*Warrants*”) for up to 10% of New Common Stock, the terms of which are set forth on **Exhibit E**.

**Common Equity:** Common Equity interests will be extinguished and holders thereof will not receive a distribution.

**Call Options:** The Call Options are transferable options to purchase the New Securities distributed to holders of Certificates in classes B through G at a price equal to par plus accrued interest in respect of the claims of such classes B through G, subject to the adjustment described below. The Call Options will be exercisable on the 30<sup>th</sup> day after the effective date of the Plan (the “*Effective Date*”). The Call Options will represent the right to purchase, in the aggregate, 100% of the New Securities distributed to holders of Certificates in classes B through G. If any “person” (including any group), as such term is defined in section 13(d)(3) of the Securities Exchange Act of 1934, exercises Call Options to purchase greater than 50% of the then outstanding New Securities, such individual or group shall be required to purchase 100% of the then outstanding New Securities.

With respect to the Junior Certificates, the Call Options will be distributed to holders in classes H through M of the Junior Certificates and each holder of such Junior Certificates will receive its pro rata portion of the Call Options based on its holdings within its class of Junior Certificates. With respect to the Mezzanine Loans, the Call Options will be distributed to lenders under Mezzanine Loans A through J and each lender under such Mezzanine Loans will receive its pro rata portion of the Call Options based on its holdings within its Mezzanine Loan tranche. With respect to the Preferred Equity, the Call Options will be distributed to holders of the A-1, A-2 and A-3 Units and each holder will receive its pro rata portion of the Call Options based on its holdings within the Units.

The right to exercise the Call Options will be based on the seniority of the holders receiving Call Options in reverse order with the most junior constituents having priority to exercise (such that the holders of Preferred Equity will have priority over all other holders of the Call Options to exercise the Call Options and the lenders under the Mezzanine Loans will have priority to exercise over the holders of the Junior Certificates). Within the tranches of the Mezzanine Loans and the classes of Junior Certificates, the most junior tranches/classes will have priority to exercise over the senior tranches/classes. Each holder of a Call Option will have the right to oversubscribe for the New Securities to the extent that other holders of Call Options with the same priority do not exercise their Call Options.

To the extent necessary, there will be a price adjustment for the Call Options based on the seniority of the exercising holders such that the price for an exercising holder equals par plus accrued interest in respect of the claims of all classes of Certificates in classes B through G plus the claims of only those classes of Junior Certificates and/or tranches of Mezzanine Loans that are senior to the exercising class and have also elected to exercise their Call Options. By way of example, if holders in Certificate class H elect to purchase 10% of the New Securities and holders in Certificate class M elect to purchase 100% of the New Securities (and no other holders of the Call Options elect to exercise), the exercise price for 90% of the New Securities purchased by the holders in Certificate class M will equal par plus accrued interest in respect of the claims of classes of Certificates B through G and the exercise price for 10% of the New Securities purchased by the holders in Certificate class M will equal par plus accrued interest in respect of the claims of the Certificates in class H.

**NewCo:**

Subject to the results of the tax review and other diligence, a new holding company ("*NewCo*") will be created to hold all of the equity interests of the Mortgage Borrowers from and after the Effective Date pursuant to organizational documents satisfactory to the parties thereto and Supporting Holders. NewCo will issue the New Securities. Control of HVM L.L.C., the Companies' current management company, and its subsidiaries and affiliates, and all other assets necessary to run the Companies' business as a going-concern, including the trademarks for the Extended Stay America, Studio Plus, Crossland and Extended Stay Deluxe brands, along with any variations of those names and other intellectual property owned by BHAC Capital IV LLC, will also be contributed to NewCo in exchange for, in part, the releases described below, and the Warrants and Call Options described above.

**Management  
Arrangements:**

Pursuant to the Plan, the Companies' existing management agreements will be rejected and NewCo will enter into new management agreements with the Companies' current management mutually agreed to by Supporting Holders and management. NewCo will also enter into new compensation arrangements with management that are mutually agreed to by Supporting Holders and management, which may include potential equity participations based on the performance of the businesses. It is understood that the Management Arrangements shall be structured to provide incentive compensation that aligns the interests of management with those of both the holders of the New Preferred Stock and New Common Stock. This shall be achieved either by creating an incentive compensation structure to the returns on both the New Preferred Stock and New Common Stock or through an alternate structure mutually agreeable to the Companies, management, and the Supporting Holders.

**Releases and  
Exculpation:**

The Plan will provide for customary exculpation for all parties in connection with the formulation, solicitation and consummation of the Plan and mutual releases of individuals who will remain with the management company for NewCo, and certain other third parties.

The holders of the Mortgage Loan and the holders of the Mezzanine Loans and Preferred Equity interests that receive a distribution under the Plan (the "*Accepting Holders*") will release David Lichtenstein from liability under his guarantee of the Mortgage Loan and the Mezzanine Loans, except with respect to the filing of the chapter 11 cases (the "*Bankruptcy Guarantee*"). Prior to the Effective Date, Accepting Holders will agree not to exercise remedies under the Bankruptcy Guarantee; provided however, that to the extent a claim under the Bankruptcy Guarantee with respect any of the Mezzanine Loans or the Mortgage Loan is asserted against Mr. Lichtenstein, the Accepting Holders will agree to join in such action and/or exercise remedies with respect to the Bankruptcy Guarantee; provided further, that to the extent an Accepting Holder is entitled to a recovery on account of the Bankruptcy Guarantee, such holder will turn-over and contribute such recovery to NewCo. On the Effective Date, Accepting Holders will be deemed to have transferred to NewCo all of their rights and remedies under the Bankruptcy Guarantee, including all rights to enforcement and collection.

In exchange for Mr. Lichtenstein's agreement to transfer to NewCo his interest in HVM Manager LLC, and the resulting transfer of control of HVM L.L.C. and its subsidiaries and affiliates as described above, in addition to the releases set forth herein, subject to the occurrence of and on the Effective Date, NewCo will agree to

provide Mr. Lichtenstein with an indemnity (the “*Indemnity*”) for any final and non-appealable damages claim against him due to the filing of the bankruptcy proceeding in breach of the Bankruptcy Guarantees relating to the Mezzanine Loans and the Mortgage Loan for (i) with respect to the Bankruptcy Guarantees relating to Mezzanine Loans, up to \$50 million and (ii) with respect to the all of the Bankruptcy Guarantees, up to \$100 million in the aggregate. For the purposes of clarity, NewCo’s undertaking to provide the Indemnity is subject to the occurrence of the Effective Date of the Plan that is consistent in all respects to the terms of this Term Sheet and has been consented to by the Supporting Holders.

As a condition to NewCo’s undertaking to provide the Indemnity, at all times Mr. Lichtenstein is obligated to diligently and vigorously defend against any claims and causes of action asserted against him under the Bankruptcy Guarantees. During the chapter 11 cases, any proposed settlement of claims and causes of action asserted against Mr. Lichtenstein under the Bankruptcy Guarantees must be reasonably satisfactory to the Supporting Holders and subject to Bankruptcy Court approval. On and after the Effective Date, as a further condition to NewCo’s undertaking to provide the Indemnity, NewCo, in its sole discretion will have the right to control the defense, prosecution and/or settlement of any claims, causes of action, litigation or other proceeding commenced against Mr. Lichtenstein, including, without limitation, the selection of counsel and the timing and circumstances of any strategy, defense, appeals, settlement negotiations and the like, and Mr. Lichtenstein will be obligated to cooperate fully and completely with and assist NewCo with respect to such actions and proceedings and will refrain from taking any action or failing to take any action that is inconsistent with or would hinder the litigation and/or settlement efforts and strategy as determined by NewCo in its sole discretion. Without in any way limiting the foregoing, NewCo will agree to provide Mr. Lichtenstein with information regarding material events in any litigation or other proceeding, as well as with the opportunity to provide input on a regular basis and will consult with Mr. Lichtenstein with respect to the terms of a settlement. To the extent Mr. Lichtenstein fails to satisfy his obligations to defend, and to cooperate and facilitate the defense and/or prosecution of, any claims or causes of action arising out of the Bankruptcy Guarantees as provided herein either during the chapter 11 cases or on and after the Effective Date, or acts in a manner that is otherwise inconsistent with the foregoing, NewCo’s undertaking to provide the Indemnity will be null and void.

During the chapter 11 cases, at the appropriate time determined by the Companies and the Supporting Holders in consultation with Mr. Lichtenstein, the Companies will seek a co-debtor stay from the

Bankruptcy Court to stay, among other things, the assertion of any claims or causes of action against Mr. Lichtenstein arising out of the Bankruptcy Guarantees. The Companies and the Supporting Holders agree that seeking a co-debtor stay with respect to Mr. Lichtenstein will facilitate the implementation of the a restructuring pursuant to the terms of this Term Sheet. Therefore, in connection with the Companies' efforts to obtain the co-debtor stay from the Bankruptcy Court and until a co-debtor stay is obtained, so long as the Companies, Mr. Lichtenstein and the Supporting Holders are diligently pursuing the implementation and confirmation of the Plan that is consistent in all respects with the terms of this Term Sheet, the Supporting Holders will agree not to commence any action against Mr. Lichtenstein under the Bankruptcy Guarantee. To the extent that the Bankruptcy Court does not grant a co-debtor stay, the Companies will provide access to an up to \$5 million litigation reserve to be used by Mr. Lichtenstein during the chapter 11 cases to defend against litigation (subject to the terms, conditions and provisions contained above with respect to the control of and cooperation in any action) commenced against him arising out of his breach of the Bankruptcy Guarantees relating to the Mortgage Loan and the Mezzanine Loans. All amounts provided to Mr. Lichtenstein from the litigation reserve will be credited against the total amount of the indemnity to be given by NewCo on the Effective Date.

**No Substantive Consolidation:**

The Plan will not provide for substantive consolidation. The Plan with respect to the Mortgage Borrowers will be consummated and become effective regardless of whether a Plan with respect to any Mezzanine Borrower cannot be or is not confirmed.

**Conditions to Closing the Transaction:**

Conditions customary for a transaction of the type contemplated by this Term Sheet including, without limitation, that there shall be no material adverse change to the assets, liabilities, businesses, or prospects of the Companies or their subsidiaries in the ability of these entities to perform their obligations hereunder (provided that the commencement of the chapter 11 cases and any events of default that may occur under the Mortgage Loan or the Mezzanine Loans shall not constitute material adverse changes for purposes of this provision), satisfaction with the resolution of all accounting and tax matters and satisfaction with the terms and conditions of any and all documents relating to the restructuring of the Companies and their subsidiaries.

**Governing law:**

New York law.



## EXHIBIT A

### TERMS OF NEW FIRST LIEN MORTGAGE LOAN

**Certificates:** Certificate Classes A1 through A3

**Initial Term:** 5 years

**Extension Options:** One 1-yr option, subject only to a 1% fee and no event of default

**Call Protection:** None

**Interest:** Payable in cash at rates described below

	Increase to Current Rate (Years 1 – 5)	Increase to Current Rate (Year 6)
Certificate A1	1.00%	3.00%
Certificate A2	2.00%	4.00%
Certificate A3	3.00%	5.00%

Payable in kind at rates described below

	Increase to Current Rate (Years 1 – 5)	Increase to Current Rate (Year 6)
Certificate A1	0.00%	0.00%
Certificate A2	0.00%	0.00%
Certificate A3	1.00%	1.00%

## EXHIBIT B

### TERMS OF NEW SECOND LIEN NOTES

**Certificates:** Certificate Class A4

**Initial Term:** 5 years

**Extension Options:** Two 1-yr options, subject only to no event of default

**Call Protection:** 105%, 104%, 103%, 102%, 101% in Years 1, 2, 3, 4 and 5, respectively

**Interest:** Payable in kind at rates described below

	Increase to Current Rate (Years 1 – 5)	Increase to Current Rate (Year 6)	Increase to Current Rate (Year 7)
Certificate A4	7.776%	8.776%	10.776%

## EXHIBIT C

### TERMS OF NEW PREFERRED STOCK

**Junior Certificates:** Certificate Classes B through G

**Initial Term:** 5 years

**Extension Options:** Three 1-yr options, subject only to no event of default

**Call Protection:** 105%, 104%, 103%, 102%, 101% in Years 1, 2, 3, 4 and 5, respectively

**Interest:** Payable in kind at rates described below

	Rate (Years 1 – 5)	Rate (Year 6)	Rate (Year 7)	Rate (Year 8)
Classes B-G	14.00%	15.00%	16.00%	17.00%

## EXHIBIT D

### DISTRIBUTION OF NEW SECURITIES\*

<u>Certificate Class</u>	<u>Distribution</u>
Classes B through F:	Pro rata portion of 89.7% of New Preferred Stock Pro rata portion of 89.7% of New Common Stock
Class G:	10.3% of New Preferred Stock 10.3% of New Common Stock
Classes H through M:	Call Options

---

\* Distributions set forth herein are as of the Effective Date and do not give effect to the New Unsecured Debt election or the exercise of the Call Options.

## EXHIBIT E

### TERMS OF NEW COMMON EQUITY WARRANTS

<b>Recipients:</b>	Existing Preferred A-1, A-2 and A-3 Units	
<b>Term:</b>	5 years	
<b>Warrants:</b>	May be exercisable for New Common Stock in NewCo under the following terms:	
	Fully Diluted Equity Interest	Equity Strike Price (implied Initial Enterprise Value)
	2.5%	\$1.445 Bn (\$4.5 Bn)
	2.5%	\$1.945 Bn (\$5.0 Bn)
	5.0%	\$2.445 Bn (\$5.5 Bn)
<b>Other Terms:</b>	Shall include, but not be limited to, antidilution, cashless exercise, and other provisions similar for securities of this type. Shares received upon exercise of warrants shall have no less favorable terms than those applicable to any other shareholder in the transaction, including, to the extent applicable, reporting, tag along, preemptive, registration, and other rights. Warrants shall dilute all holders ratably.	

### **Schedule 1**

Pursuant to Local Bankruptcy Rule 1007-2(a)(3), the following is a list of the names and addresses of the attorneys for the Ad Hoc Mortgage Lender Group, and the Ad Hoc Mezzanine Lender Group, organized prior to the order for relief in these chapter 11 cases, and a brief description of the circumstances surrounding the formation of those committees and the dates of their formation.

<b><u>Committee</u></b>	<b><u>Attorneys</u></b>	<b><u>Attorneys' Address</u></b>	<b><u>Description</u></b>
Ad Hoc Mortgage Lender Group <sup>1</sup>	Fried Frank Harris Shriver & Jacobson LLP	One New York Plaza New York, NY 10004-1980 Attn: Brad Scheler, Esq. & Jennifer Rodburg, Esq.	Organized on or about December 2008, to facilitate discussions with certain holders of the mortgage debt regarding a potential restructuring transaction.
	Schulte Roth & Zabel LLP	919 Third Avenue New York, NY 10022 Attn: Adam Harris, Esq.	
Ad Hoc Mezzanine Lender Group <sup>2</sup>	Kaye Scholer LLP	425 Park Avenue New York, NY 10022 Attn: Jeannie Bionda, Esq. and Louis Hait, Esq.	Organized on or about January 2009, to facilitate discussions with certain holders of the mezzanine debt regarding a potential restructuring transaction.
	Cleary, Gottlieb, Steen & Hamilton	One Liberty Plaza 37th Floor New York, NY 10006 Attn: Michael Weinberger, Esq.	

---

<sup>1</sup> As of the Commencement Date, the Supporting Certificate Holders consisted of certain holders of the \$4.1 billion debt under that certain agreement (the "Mortgage Loan Agreement"), dated as of June 11, 2007, between the Mortgage Borrowers, the Maryland Owner, the Signatory Trustee, the Canadian Trust, the Operating Lessee (as defined in the Mortgage Loan Agreement) and Wachovia Bank, N.A., Bear Stearns Commercial Mortgage, Inc., and Bank of America, N.A., as lenders.

<sup>2</sup> As of the Commencement Date, the Ad Hoc Mezzanine Lender Group consisted of Bank of America, N.A., Merrill Lynch Mortgage Lending, Inc., Blackrock Financial Management, Inc. and U.S. Bank National Association (as trustee for the certificate holders of the Maiden Lane Commercial Mortgage-Backed Securities Trust 2008-1), each in its capacity as a mezzanine lender. Wachovia Bank National Association, one of the Mezzanine Lenders, is separately represented by Morrison & Foerster LLP. Fortress, another Mezzanine Lender, is separately represented by Sidley Austin L.L.P.

## Schedule 2

### **5 Largest Unsecured Claims (Excluding Insiders) <sup>1</sup>**

Pursuant to Local Bankruptcy Rule 1007-2(a)(4), the following lists the Debtors' five largest unsecured claims, on a consolidated basis, excluding claims of insiders as defined in 11 U.S.C. § 101.

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>(5) Estimated amount of claim as of June 11, 2009 (if secured also state value of security)</i>
Manufacturers and Traders Trust Company One M&T Plaza, Buffalo, New York 14203	Manufacturers and Traders Trust Company One M&T Plaza Buffalo, NY 14203 <u>Attn.</u> : Russell T. Whitley Tel.: (716) 842-5602 Fax: (716) 842-4474	9 7/8% Senior Subordinated Notes due June 15, 2011		\$8,542,538.09
Thomson Property Tax Services 33317 Treasury Center Chicago, IL 60694- 3300	Thomson Property Tax Services 33317 Treasury Center Chicago, IL 60694- 3300 <u>Attn.</u> : Chris Boyer Tel.: (404) 942-6349 Fax: (404) 631-9051	Professional Fees		\$208,418.00
Zurich North America 8745 Paysphere Circle Chicago, IL 60674	Zurich North America 8745 Paysphere Circle Chicago, IL 60674 <u>Attn.</u> : Joe Linkous Tel.: (312) 496-9328 Fax: (312) 496-9030	Insurance		\$46,734.43

<sup>1</sup> The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. All claims are subject to any customary offsets, discounts, reconciliations, credits, and adjustments, which are not reflected on this schedule.

As further detailed in the First Day Declaration, non-Debtor HVM L.L.C. manages the Extended Stay hotels and pays all property levels expenses, including payments to all employees and all service providers to the hotels. HVM L.L.C. is not listed on this schedule because, for purposes hereof, it is treated as an insider of the Debtors.

<i>(1)</i>	<i>(2)</i>	<i>(3)</i>	<i>(4)</i>	<i>(5)</i>
<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Estimated amount of claim as of June 11, 2009 (if secured also state value of security)</i>
	Zurich Global Corporate Business 1818 Market Street, 21st Floor Philadelphia, PA 19103 <u>Attn:</u> Victor Fioravante Tel.: (215) 979-6645 Fax: (215) 979-6753			
Siver 9400 Fourth Street N Suite 119 St. Petersburg, FL 33702	Siver 9400 Fourth Street N Suite 119 St. Petersburg, FL 33702 <u>Attn:</u> George Erickson Tel.: (727) 577-2780 Fax: (727) 579-8692	Professional Fees		\$19,690.42
K C M 16905 Simpson Circle Paeonian Springs, VA 20129	K C M 16905 Simpson Circle Paeonian Springs, VA 20129 <u>Attn:</u> Legal Dept. Tel.: (540) 882-3100	Professional Fees		\$3,932.95



## 5 Largest Secured Claims<sup>1</sup>

Creditor	Contact	Mailing Address & Phone Number	Amount of Claim	Type of Collateral	Value of Collateral	Disputed
Wachovia Bank, N.A.	William Carmody Ronald Bhagat	375 Park Avenue, 5th Floor New York, New York 10152 (212) 214-5414 (212) 214-6114	\$984,000,000	Holds positions in Mezz B-E, G-I; collateral is equity in Mezz levels beneath those positions.	Unliquidated	No
			\$515,000,000	Holds positions in Mortgage Loan; collateral consists of the Mortgaged Properties		

US\_ACTIVE:\20946310\15\20946310\_15.DOC\44287.0003

<b>Creditor</b>	<b>Contact</b>	<b>Mailing Address &amp; Phone Number</b>	<b>Amount of Claim</b>	<b>Type of Collateral</b>	<b>Value of Collateral</b>	<b>Disputed</b>
Bank of America, N.A.	Rochelle Dobbs David Fallick	One Bryant Park New York, New York 10036 (646) 855-2457 (646) 855-1767	\$958,200,000  \$400,000,000	Holds positions in Mezz A-I; collateral is equity in Mezz levels beneath those positions. Holds positions in Mortgage Loan; collateral consists of the Mortgaged Properties	Unliquidated	No
Bear Stearns/Blackrock	Michael Mesard Mark Warner	40 East 52nd Street New York, New York 10022 (212) 810-5556 (212) 810-5529	\$795,800,000  \$273,600,000	Holds positions in Mezz A-I; collateral is equity in Mezz levels beneath those positions. Holds positions in Mortgage Loan; collateral consists of the Mortgaged Properties	Unliquidated	No

<b>Creditor</b>	<b>Contact</b>	<b>Mailing Address &amp; Phone Number</b>	<b>Amount of Claim</b>	<b>Type of Collateral</b>	<b>Value of Collateral</b>	<b>Disputed</b>
Cerberus Capital Management, L.P.	Ron Kravit	299 Park Avenue, New York, New York 10171 (212) 891-2100	\$700,000,000	Holds positions in Mortgage Loan; collateral consists of the Mortgaged Properties.	Unliquidated	No
Centerbridge	William Rahm Vivek Melwani	375 Park Avenue, 12th Floor New York, New York 10152 (212) 672-4675 (212) 672-4622	\$400,000,000	Holds positions in Mortgage Loan; collateral consists of the Mortgaged Properties	Unliquidated	No
UBS	Jim Reichheck Adam Behlman	1285 Avenue of the Americas New York, New York 10019 (212) 713-6282 (212) 713-9258	\$267,000,000	Holds positions in Mortgage Loan; collateral consists of the Mortgaged Properties.	Unliquidated	No

## Schedule 4

### **DL-DW Holdings LLC Consolidated Balance Sheet<sup>1</sup>** **Audited as of December 31, 2008 and December 31, 2007**

**(dollars in thousands)**

	<b>December 31,</b>	
	<b>2008</b>	<b>2007</b>
	<i>(In Thousands)</i>	
<b>Assets</b>		
Current Assets		
Cash and cash equivalents	\$ 32,282	\$ 56,578
Accounts receivable, net of allowance for doubtful accounts of \$779 and \$1,133 at December 31, 2008 and 2007, respectively	20,055	24,539
Restricted cash	96,874	127,415
Other current assets	27,536	24,421
Investment in derivative instruments, at fair value	7,600	—
Total current assets	184,347	232,953
Property and equipment, net of accumulated depreciation of \$574,415 and \$209,108 at December 31, 2008 and 2007, respectively	6,706,414	7,050,159
Capital lease asset, net of accumulated amortization of \$7,594 and \$2,712 at December 31, 2008 and 2007, respectively	107,406	112,288
Land available for sale	2,000	2,000
Deferred financing costs, net of accumulated amortization of \$58,145 and \$20,756 at December 31, 2008 and 2007, respectively	35,817	72,729
Trademarks	49,291	58,000
Intangible assets, net of accumulated amortization of \$13,062 and \$17,434 at December 31, 2008 and 2007, respectively	18,708	152,766
Goodwill	—	346,312
Investment in derivative instruments, at fair value	—	37,679
Other assets	29,478	30,921
Total Assets	\$ 7,133,461	\$ 8,095,807

<sup>1</sup> This consolidated balance sheet is for DL-DW Holdings LLC, Extended Stay Inc., Homestead Village L.L.C. and their respective debtor and non-debtor subsidiaries. Certain of the non-debtor subsidiaries, including ESA International, Inc., ESA West, Inc, ESA Spartanburg, LLC and ESA Holdings 2005 L.L.C., do not have any assets or liabilities, or have an insignificant amount of assets and liabilities.

	December 31,	
	2008	2007
	<i>(In Thousands)</i>	
<b>Liabilities and members' (deficient) equity</b>		
Current Liabilities		
Accounts payable and other accrued expenses	\$ 48,541	\$ 54,395
Accrued real estate taxes	23,717	19,898
Accrued payroll and payroll related expenses	20,198	29,776
Accrued interest payable	18,382	26,474
Construction and retainage payables	618	4,528
Mortgages payable	4,108,349	—
Mezzanine loans	3,295,456	—
Note payable to affiliate	18,667	—
Premium on mortgage payable and mezzanine loans, net of amortization of \$6,188 at December 31, 2008	18,742	—
Capital lease obligation	860	750
Subordinated notes, net of discount of \$881 and \$347 at December 31, 2008 and 2007, respectively	7,268	30,553
Total current liabilities	<u>7,560,798</u>	<u>166,374</u>
Mortgage payable	—	4,100,000
Mezzanine loans	—	3,295,456
Premium on mortgage payable and mezzanine loans, net of amortization of \$833 at December 31, 2007	—	24,097
Subordinated notes, net of discount of \$1,158 at December 31, 2007	—	6,991
Capital lease obligation, net of current portion	112,749	113,609
Other liabilities	793	2,571
Total liabilities	<u>7,674,340</u>	<u>7,709,098</u>
Commitments and contingencies		
Minority interest in BHAC Capital IV L.L.C.	—	277,175
Minority interest in HVM L.L.C.	—	1,280
Minority interest in Extended Stay Inc.	109	117
Total minority interests	<u>109</u>	<u>278,572</u>
Members' (deficient) equity	<u>(540,988)</u>	<u>108,137</u>
Total liabilities and members' (deficient) equity	\$ 7,133,461	\$ 8,095,807

### Schedule 5

#### **Debtors' Property Not in the Debtors' Possession**

Pursuant to Local Bankruptcy Rule 1007-2(a)(8), the following lists the Debtors' property that is in the possession or custody of any custodian, public officer, mortgagee, pledgee, assignee of rents, secured creditor, or agent for any such entity.

<b>Type of Property</b>	<b>Person or Entity in Possession of the Property</b>	<b>Address &amp; Telephone Number of Person or Entity in Possession of the Property</b>	<b>Location of Court Proceeding, if Applicable</b>
Wachovia Cash Management Account	Wachovia Bank, N.A.	Mike Benner Vice President Wachovia Securities 201 South College Street NC1075 Charlotte, NC 28288 (Tel) 704-715-4524 (Fax) 704-715-0036	N/A

#### **List of Vendors Holding Property of Debtors**

<b>Type of Property</b>	<b>Person or Entity in Possession of the Property</b>	<b>Address &amp; Telephone Number of Person or Entity in Possession of the Property</b>	<b>Location of Court Proceeding, if Applicable</b>
Deposit for 28% of Total Value of Product (Welcome Package)	Echota Fabrics	Echota Fabrics, Inc 1394 US 41 N, Calhoun, GA 30701 Attn: Joel Ostuw Tel: 800-763-9750	N/A
Deposit for Closet Covers, J-bars, pillows from Arcs & Angles (Welcome Package)	Echota Fabrics	Echota Fabrics, Inc 1394 US 41 N, Calhoun, GA 30701 Attn: Joel Ostuw Tel: 800-763-9750	N/A
Deposit for 75% artwork (Welcome Package)	Artistic Framing	Artistic Framing, Inc. 860 Chaddick Drive, Unit F, Wheeling, IL 60090 Attn: Laura Nankin Tel: 414-961-8751	N/A

<b>Type of Property</b>	<b>Person or Entity in Possession of the Property</b>	<b>Address &amp; Telephone Number of Person or Entity in Possession of the Property</b>	<b>Location of Court Proceeding, if Applicable</b>
Furniture Deposit AC Furniture Distributor (Heather Brooke) (Welcome Package – console & end-table)	AC Furniture Company, Inc	AC Furniture Company, Inc. PO Box 200, Axton, VA 24054 Attn: Ronnie Hopkins Tel: 276-650-3356	N/A
50% Prepay for Carpet & Rugs for Welcome Package	Signature Hospitality Carpets	Signature Hospitality Carpets 2222 South Hamilton Street, Dalton, GA 30722 Attn: Brenda Gravitt Tel: 800-809-7086	N/A
Lobby Lamps & Wall Sconce Deposit Trinity Distributor (Shine Home) for Welcome Package	Trinity Lighting, Inc	Trinity Lighting, Inc 2902 Quality Way, PO Box 148, Jonesboro, AR 72403 Attn: Robyn Smith Tel: 870-972-1177	N/A
Welcome Package Deposit (clocks, floral arrangements, etc)	Huber Décor	Huber Décor 2216 Plantside Drive, Louisville, KY 40299 Attn: Nancy Rankin Tel: 502-491-1062	N/A
Deposit AC Furniture (Welcome Package bench, loungechair, etc)	AC Furniture	AC Furniture Company, Inc. PO Box 200, Axton, VA 24054 Attn: Ronnie Hopkins Tel: 276-650-3356	N/A
Deposit for Black Ergo Chairs	Hockenberg Foodservice	Hockenberg Foodservice 14603 W 112th, Lenexa, KS 66215 Attn: Tom Nemmers Tel: 913-378-0812	N/A
Deposit for Corner Guards	Gross Sales & Marketing Co. Inc	Gross Sales & Marketing Co. Inc PO Box 41595, Centerville, OH 45441 Attn: Jerry Gross Tel: 937-885-2344	N/A
Deposit for Case Goods (Welcome Package dressers, TV stands, chest)	Thomasville Furniture Industries, Inc	Thomasville Furniture Industries, Inc. PO Box 339, Thomasville, NC 27361-0339 Attn: Dave Grubbs Tel: 336-472-4000	N/A

<b>Type of Property</b>	<b>Person or Entity in Possession of the Property</b>	<b>Address &amp; Telephone Number of Person or Entity in Possession of the Property</b>	<b>Location of Court Proceeding, if Applicable</b>
Deposit for Fabric (Welcome Package)	Lane Furniture Industries, Inc	Lane Furniture Industries, Inc. 5380 Highway 145, Box 1627, Tupelo, MS 38802 Attn: Butch Cockrell Tel: 662-566-7211	N/A
Advanced Funding – HSD Artwork (Deposit for Inventory)	Carolina Gallery Art and Frame	Carolina Gallery Art and Frame 145 West Main Street, Spartanburg, SC 29306 Attn: Edward Emory Tel: 864-585-3335	N/A
Deposit (HSD – assorted brown birds, etc)	Huber Décor	Huber Décor 2216 Plantside Drive, Louisville, KY 40299 Attn: Nancy Rankin Tel: 502-491-1062	N/A
Deposits for goods (HSD headboards, tables etc)	Jasper Seating Co., Inc	Jasper Seating Co., Inc. 932 Mill Street, Jasper, IN 47547 Attn: Eric Klem Tel: 404-389-0900	N/A
Deposit for goods	Jasper Seating Co., Inc	Jasper Seating Co., Inc. 932 Mill Street, Jasper, IN 47547 Attn: Eric Klem Tel: 404-389-0900	N/A
Deposit for goods	Jasper Seating Co., Inc	Jasper Seating Co., Inc. 932 Mill Street, Jasper, IN 47547 Attn: Eric Klem Tel: 404-389-0900	N/A
Deposit for carpet (HSD, RIO and Deluxe)	Signature Hospitality	Signature Hospitality Carpets 2222 South Hamilton Street, Dalton, GA 30722 Attn: Brenda Gravitt Tel: 800-809-7086	N/A



<b>Type of Property</b>	<b>Person or Entity in Possession of the Property</b>	<b>Address &amp; Telephone Number of Person or Entity in Possession of the Property</b>	<b>Location of Court Proceeding, if Applicable</b>
Deposit (fabric / frame inventory)	AC Furniture Company, Inc.	AC Furniture Company, Inc. PO Box 200, Axton, VA 24054 Attn: Ronnie Hopkins Tel: 276-650-3356	N/A
Deposit (fabric / frame inventory)	AC Furniture Company, Inc.	AC Furniture Company, Inc. PO Box 200, Axton, VA 24054 Attn: Ronnie Hopkins Tel: 276-650-3356	N/A
Deposit (Deluxe artwork and mirrors)	Artistic Framing/framed mirrors/artwork	Artistic Framing, Inc. 860 Chaddick Drive, Unit F, Wheeling, IL 60090 Attn: Laura Nankin Tel: 414-961-8751	N/A
Deposit (ESD Fabric)	Echota Fabric	Echota Fabrics, Inc 1394 US 41 N, Calhoun, GA 30701 Attn: Joel Ostuw Tel: 800-763-9750	N/A
Deposit (Flexstell green fabric for ESD recliners)	Lane Furniture Industries, Inc.	Lane Furniture Industries, Inc. 5380 Highway 145, Box 1627, Tupelo, MS 38802 Attn: Butch Cockrell Tel: 662-566-7211	N/A
Deposit (ESD Lamp & Lighting)	Pacific Coast Contract Lighting	Pacific Coast Contract Lighting 20238 Plummer St., Chatsworth, CA 91311 Attn: Christopher Bryan Tel: 800-905-7225	N/A
Deposit (Qualserve/bar stool inventory)	Hockenberg Foodservice	Hockenberg Foodservice 14603 W 112th, Lenexa, KS 66215 Attn: Tom Nemmers Tel: 913-378-0812	N/A

<b>Type of Property</b>	<b>Person or Entity in Possession of the Property</b>	<b>Address &amp; Telephone Number of Person or Entity in Possession of the Property</b>	<b>Location of Court Proceeding, if Applicable</b>
Deposit (Carpet)	Signature Hospitality Carpets	Signature Hospitality Carpets 2222 South Hamilton Street, Dalton, GA 30722 Attn: Brenda Gravitt Tel: 800-809-7086	N/A
Deposit (furnishings-- ESD tables, headboards, TV stands, etc.)	Thomasville Furniture Industries, Inc.	Thomasville Furniture Industries, Inc. PO Box 339, Thomasville, NC 27361-0339 Attn: Dave Grubbs Tel: 336-472-4000	N/A
Deposit (ESD Lamps)	Trinity Lighting, Inc	Trinity Lighting, Inc 2902 Quality Way, PO Box 148, Jonesboro, AR 72403 Attn: Robyn Smith Tel: 870-972-1177	N/A

## **Schedule 6**

### **Debtors' Property**

Pursuant to Local Bankruptcy Rule 1007-2(a)(9), the following lists the property or premises owned, leased or held under other arrangement from which the Debtors operate their businesses.

### **Owned Property**

<b>Debtor</b>	<b>Address</b>	<b>City</b>	<b>State</b>	<b>ZIP</b>	<b>Country</b>
ESA 2005 Portfolio L.L.C.	4555 Chabot Drive	Pleasanton	CA	94588	USA
ESA 2005 Portfolio L.L.C.	8100 Palm Pkwy.	Orlando	FL	32836	USA
ESA 2005 Portfolio L.L.C.	8750 Universal Blvd.	Orlando	FL	32819	USA
ESA 2005 Portfolio L.L.C.	2010 Powers Ferry Road	Atlanta	GA	30339	USA
ESA 2005 Portfolio L.L.C.	3967 Peachtree Road	Atlanta	GA	30319	USA
ESA 2005 Portfolio L.L.C.	6330 Peachtree Dunwoody Rd. NE	Atlanta	GA	30328	USA
ESA 2005 Portfolio L.L.C.	1800 Computer Drive	Westborough	MA	01581	USA
ESA 2005 Portfolio L.L.C.	831 Main Street	Woburn	MA	01801	USA
ESA 2005 Portfolio L.L.C.	410 S. Randolphville Road	Piscataway	NJ	08854	USA
ESA 2005 Portfolio L.L.C.	3997 Fair Ridge Drive	Fairfax	VA	22033	USA
ESA 2005 Portfolio L.L.C.	4506 Brookfield Corp. Drive	Chantilly	VA	20151	USA
ESA 2005 Portfolio L.L.C.	22122 17th Ave. S.E.	Bothell	WA	98021	USA
ESA 2005-San Jose L.L.C.	55 E. Brokaw Road	San Jose	CA	95112	USA
ESA 2005-Waltham L.L.C.	32 Fourth Ave.	Waltham	MA	02451	USA
ESA Acquisition Properties L.L.C.	1775 Francisco Blvd	San Rafael	CA	94901	USA
ESA Acquisition Properties L.L.C.	3600 Chester Lane	Bakersfield	CA	93309	USA
ESA Acquisition Properties L.L.C.	4615 Ora-Locka Lane	Destin	FL	32541	USA
ESA Acquisition Properties L.L.C.	572 East Beasley Road	Jackson	MS	39206	USA
ESA Acquisition Properties L.L.C.	3214 Churchland Blvd.	Chesapeake	VA	23321	USA
ESA Acquisition Properties L.L.C.	809 Greenbrier Circle	Chesapeake	VA	23320	USA
ESA Alaska L.L.C.	108 East 8th Avenue	Anchorage	AK	99501	USA
ESA Alaska L.L.C.	1800 Shell Simmons Drive	Juneau	AK	99801	USA
ESA Alaska L.L.C.	4580 Old Airport Way	Fairbanks	AK	99709	USA
ESA Alaska L.L.C.	700 East 34th Avenue	Anchorage	AK	99503	USA
ESA Canada Trustee Inc.	222 LeMerchant Road	St. John's	NF	A1C-2H9	Canada
ESA Canada Trustee Inc.	141 Cooper Street	Ottawa	ON	K2P 0E8	Canada
ESA Canada Trustee Inc.	3600 Steeles Avenue West	Vaughan	ON	L4L 8P5	Canada
ESA FL Properties L.L.C.	3031 West Commercial Blvd.	Fort	FL	33309	USA

Debtor	Address	City	State	ZIP	Country
		Lauderdale			
ESA FL Properties L.L.C.	4312 W. Spruce Street	Tampa	FL	33607	USA
ESA FL Properties L.L.C.	4811 Memorial Highway	Tampa	FL	33634	USA
ESA FL Properties L.L.C.	5610 Vineland Road	Orlando	FL	32819	USA
ESA FL Properties L.L.C.	5620 Major Blvd.	Orlando	FL	32819	USA
ESA FL Properties L.L.C.	5851 N. Andrews Ave Ext.	Fort Lauderdale	FL	33309	USA
ESA FL Properties L.L.C.	6001 NW 6th Way	Fort Lauderdale	FL	33309	USA
ESA FL Properties L.L.C.	6443 Westwood Blvd.	Orlando	FL	32821	USA
ESA FL Properties L.L.C.	700 Northpoint Parkway	West Palm Beach	FL	33407	USA
ESA MD Properties Business Trust	12450 Milestone Center Dr	Germantown	MD	20876	USA
ESA MD Properties Business Trust	1500 Aero Drive	Linthicum	MD	21090	USA
ESA MD Properties Business Trust	201 Professional Drive	Gaithersburg	MD	20879	USA
ESA MD Properties Business Trust	46565 Expedition Park Drive	Lexington Park	MD	20653	USA
ESA MD Properties Business Trust	5240 Westview Dr	Frederick	MD	21703	USA
ESA MD Properties Business Trust	6620 Eli Whitney Drive	Columbia	MD	21046	USA
ESA MD Properties Business Trust	8870 Columbia 100 Parkway	Columbia	MD	21045	USA
ESA MN Properties L.L.C.	3384 Norwest Court	Eagan	MN	55121	USA
ESA MN Properties L.L.C.	7956 Lyndale Ave. South	Bloomington	MN	55420	USA
ESA MN Properties L.L.C.	Vacant Lot	Bloomington	MN		USA
ESA P Portfolio L.L.C.	101 Cahaba Park Cir.	Birmingham	AL	AL 35242	USA
ESA P Portfolio L.L.C.	2491 Eastern Blvd	Montgomery	AL	36117	USA
ESA P Portfolio L.L.C.	40 State Farm Pkwy.	Birmingham	AL	35209	USA
ESA P Portfolio L.L.C.	4751 Governor's House Dr.	Huntsville	AL	35805	USA
ESA P Portfolio L.L.C.	508 Spring Hill Plaza Ct.	Mobile	AL	36608	USA
ESA P Portfolio L.L.C.	5000 Luvene Avenue	Springdale	AR	72762	USA
ESA P Portfolio L.L.C.	10660 N. 69th St.	Scottsdale	AZ	85254	USA
ESA P Portfolio L.L.C.	11211 N. Black Canyon Hwy	Phoenix	AZ	85029	USA
ESA P Portfolio L.L.C.	14245 S. 50th St.	Phoenix	AZ	85044	USA
ESA P Portfolio L.L.C.	15501 N. Scottsdale Rd.	Scottsdale	AZ	85254	USA
ESA P Portfolio L.L.C.	217 W. Osborn Rd	Phoenix	AZ	85013	USA
ESA P Portfolio L.L.C.	3421 E. Elwood St.	Phoenix	AZ	85040	USA
ESA P Portfolio L.L.C.	4357 East Oak St	Phoenix	AZ	85008	USA
ESA P Portfolio L.L.C.	4800 S. Butterfield Dr.	Tucson	AZ	85714	USA
ESA P Portfolio L.L.C.	4861 W. McDowell Rd.	Phoenix	AZ	85035	USA
ESA P Portfolio L.L.C.	5035 E. Chandler Blvd	Phoenix	AZ	85048	USA
ESA P Portfolio L.L.C.	5235 N. 16th St.	Phoenix	AZ	85016	USA
ESA P Portfolio L.L.C.	7345 W. Bell Rd.	Peoria	AZ	85382	USA

Debtor	Address	City	State	ZIP	Country
ESA P Portfolio L.L.C.	100 Fountain Grove Pkwy	Santa Rosa	CA	95403	USA
ESA P Portfolio L.L.C.	1000 Lead Hill Blvd	Roseville	CA	95678	USA
ESA P Portfolio L.L.C.	1019 Oliver Rd	Fairfield	CA	94534	USA
ESA P Portfolio L.L.C.	1031 N. Pacificcenter Drive	Anaheim	CA	92806	USA
ESA P Portfolio L.L.C.	120 Sem Lane	Belmont	CA	94002	USA
ESA P Portfolio L.L.C.	1260 South Loop Rd	Alameda	CA	94502	USA
ESA P Portfolio L.L.C.	1400 E. Tahquitz Canyon Way	Palm Springs	CA	92262	USA
ESA P Portfolio L.L.C.	19200 Harbor Gateway	Torrance	CA	90501	USA
ESA P Portfolio L.L.C.	19325 Londelius St.	Northridge	CA	91324	USA
ESA P Portfolio L.L.C.	20205 Ventura Blvd.	Woodland Hills	CA	91364	USA
ESA P Portfolio L.L.C.	20251 Lake Forest Dr	Lake Forest	CA	92630	USA
ESA P Portfolio L.L.C.	2087 Hotel Circle South	San Diego	CA	92108	USA
ESA P Portfolio L.L.C.	2131 Gold Street	San Jose	CA	95002	USA
ESA P Portfolio L.L.C.	2201 Long Port Court	Elk Grove	CA	95758	USA
ESA P Portfolio L.L.C.	22711 Oakcrest Circle	Yorba Linda	CA	92887	USA
ESA P Portfolio L.L.C.	24940 W. Pico Canyon Road	Stevenson Ranch	CA	91381	USA
ESA P Portfolio L.L.C.	2498 Stearns St.	Simi Valle	CA	93063	USA
ESA P Portfolio L.L.C.	2844 W. March Lane	Stockton	CA	95219	USA
ESA P Portfolio L.L.C.	3170 Garrity Way	Richmond	CA	94806	USA
ESA P Portfolio L.L.C.	31950 Dyer St.	Union City	CA	94587	USA
ESA P Portfolio L.L.C.	3220 Buskirk Ave.	Pleasant Hill	CA	94523	USA
ESA P Portfolio L.L.C.	3318 California Ave.	Bakersfield	CA	93304	USA
ESA P Portfolio L.L.C.	3525 Torrance Blvd	Torrance	CA	90503	USA
ESA P Portfolio L.L.C.	3650 Mandela Pkwy	Emeryville	CA	94608	USA
ESA P Portfolio L.L.C.	3825 Rosin Court	Sacramento	CA	95834	USA
ESA P Portfolio L.L.C.	3990 East Inland Empire Blvd.	Ontario	CA	91764	USA
ESA P Portfolio L.L.C.	401 E. Albertoni St.	Carson	CA	90746	USA
ESA P Portfolio L.L.C.	4105 E. Willow St.	Long Beach	CA	90815	USA
ESA P Portfolio L.L.C.	4325 Corporate Center Ave	Chino	CA	91710	USA
ESA P Portfolio L.L.C.	4500 Dublin Blvd	Dublin	CA	94568	USA
ESA P Portfolio L.L.C.	4870 Calle Real	Santa Barbara	CA	93111	USA
ESA P Portfolio L.L.C.	5050 Skylab West Circle	Huntington Beach	CA	92647	USA
ESA P Portfolio L.L.C.	5355 Farwell Place	Fremont	CA	94536	USA
ESA P Portfolio L.L.C.	6189 San Ignacio Avenue	San Jose	CA	95119	USA
ESA P Portfolio L.L.C.	6199 San Ignacio Avenue	San Jose	CA	95119	USA
ESA P Portfolio L.L.C.	6531 S. Sepulveda Blvd	Los Angeles	CA	90045	USA
ESA P Portfolio L.L.C.	7135 N. Fresno St.	Fresno	CA	93720	USA
ESA P Portfolio L.L.C.	795 Stillwater Rd	W. Sacramento	CA	95605	USA
ESA P Portfolio L.L.C.	1291 W. 120th Ave	Westminster	CO	80234	USA
ESA P Portfolio L.L.C.	14095 E. Evans Ave	Aurora	CO	80014	USA
ESA P Portfolio L.L.C.	3490 Afternoon Circle	Colorado Springs	CO	80910	USA

Debtor	Address	City	State	ZIP	Country
ESA P Portfolio L.L.C.	5200 S. Quebec St	Greenwood Village	CO	80111	USA
ESA P Portfolio L.L.C.	715 Kipling St	Lakewood	CO	80215	USA
ESA P Portfolio L.L.C.	7393 W Jefferson Ave	Lakewood	CO	80235	USA
ESA P Portfolio L.L.C.	8752 S Yosemite St	Lone Tree	CO	80124	USA
ESA P Portfolio L.L.C.	1 Batterson Park Rd .	Farmington	CT	06032	USA
ESA P Portfolio L.L.C.	1036 Greenwood Blvd.	Lake Mary	FL	32746	USA
ESA P Portfolio L.L.C.	1200 FAU Research Park Blvd	Deerfield Beach	FL	33441	USA
ESA P Portfolio L.L.C.	12242 Morris Bridge Rd.	Temple Terrace	FL	33637	USA
ESA P Portfolio L.L.C.	12358 E. Colonial Drive	Orlando	FL		USA
ESA P Portfolio L.L.C.	1401 S.W. 15th St	Pompano Beach	FL	33069	USA
ESA P Portfolio L.L.C.	1413 Prudential Dr.	Jacksonville	FL	32207	USA
ESA P Portfolio L.L.C.	1450 SE 17th Street Causeway	Fort Lauderdale	FL	33316	USA
ESA P Portfolio L.L.C.	1701 Evans Road	Melbourne	FL	32904	USA
ESA P Portfolio L.L.C.	1760 Pembroke Drive	Orlando	FL	32810	USA
ESA P Portfolio L.L.C.	1776 Pembroke Drive	Orlando	FL	32810	USA
ESA P Portfolio L.L.C.	1805 N. Westshore Blvd	Tampa	FL	33607	USA
ESA P Portfolio L.L.C.	1950 Raymond Diehl Rd	Tallahassee	FL	32308	USA
ESA P Portfolio L.L.C.	1951 Summit Tower Blvd	Orlando	FL	32810	USA
ESA P Portfolio L.L.C.	255 Bill France Blvd	Daytona Beach	FL	32114	USA
ESA P Portfolio L.L.C.	298 SW 15th Road	Miami	FL	33129	USA
ESA P Portfolio L.L.C.	3089 Executive Drive	Clearwater	FL	33762	USA
ESA P Portfolio L.L.C.	3600 SW 42nd St	Gainesville	FL	32608	USA
ESA P Portfolio L.L.C.	3640 SW 22nd Street	Miami	FL	33145	USA
ESA P Portfolio L.L.C.	4699 Lenoir Ave S.	Jacksonville	FL	32216	USA
ESA P Portfolio L.L.C.	6451 Westwood Blvd.	Orlando	FL	32821	USA
ESA P Portfolio L.L.C.	6961 Lenoir Ave	Jacksonville	FL	32216	USA
ESA P Portfolio L.L.C.	7750 NW 25th Street	Miami	FL	33122	USA
ESA P Portfolio L.L.C.	7755 SW 6th Street	Fort Lauderdale	FL	33324	USA
ESA P Portfolio L.L.C.	809 Bloodworth Lane	Pensacola	FL	32504	USA
ESA P Portfolio L.L.C.	8655 NW 21 Terrace	Miami	FL	33122	USA
ESA P Portfolio L.L.C.	8687 Commodity Circle	Orlando	FL	32819	USA
ESA P Portfolio L.L.C.	8801 Perimeter Park Blvd	Jacksonville	FL	32216	USA
ESA P Portfolio L.L.C.	1721 Rollins Way	Columbus	GA	31904	USA
ESA P Portfolio L.L.C.	1950 Rock Mill Rd.	Alpharetta	GA	30022	USA
ESA P Portfolio L.L.C.	1967 Leland Dr.	Marietta	GA	30067	USA
ESA P Portfolio L.L.C.	2225 Interstate N. Parkway, SE	Atlanta	GA	30339	USA
ESA P Portfolio L.L.C.	2265 Mt. Zion Pkwy	Morrow	GA	30260	USA
ESA P Portfolio L.L.C.	2474 Cumberland Pkwy SE	Atlanta	GA	30339	USA
ESA P Portfolio L.L.C.	3000 George Busbee Pkwy	Kennesaw	GA	30144	USA
ESA P Portfolio L.L.C.	3316 Busbee Dr.	Kennesaw	GA	30144	USA
ESA P Portfolio L.L.C.	3329 Old Milton Parkway	Alpharetta	GA	30005	USA

Debtor	Address	City	State	ZIP	Country
ESA P Portfolio L.L.C.	3331 Old Milton Pkwy	Alpharetta	GA	30005	USA
ESA P Portfolio L.L.C.	3980 Riverside Dr.	Macon	GA	31210	USA
ESA P Portfolio L.L.C.	5020 Armour Rd	Columbus	GA	31904	USA
ESA P Portfolio L.L.C.	905 Crestline Pkwy	Atlanta	GA	30328	USA
ESA P Portfolio L.L.C.	3940 114th Street	Urbandale	IA	50322	USA
ESA P Portfolio L.L.C.	2701 Westown Pkwy	West Des Moines	IA	50266f	USA
ESA P Portfolio L.L.C.	2500 S Vista Ave.	Boise	ID	83705	USA
ESA P Portfolio L.L.C.	1177 S Northpoint Blvd	Waukegan	IL	60085	USA
ESA P Portfolio L.L.C.	1181 Rohlwing Rd	Itasca	IL	60143	USA
ESA P Portfolio L.L.C.	1200 American Lane	Schaumburg	IL	60173	USA
ESA P Portfolio L.L.C.	1201 E. Touhy Ave.	Des Plaines	IL	60018	USA
ESA P Portfolio L.L.C.	1207 E. Touhy Ave.	Des Plaines	IL	60018	USA
ESA P Portfolio L.L.C.	1225 Lakeview Dr.	Romeoville	IL	60446	USA
ESA P Portfolio L.L.C.	15 W. 122nd S. Frontage Rd	Burr Ridge	IL	60527	USA
ESA P Portfolio L.L.C.	1525 Busch Parkway	Buffalo Grove	IL	60089	USA
ESA P Portfolio L.L.C.	154 Regency Park	O'Fallon	IL	62269	USA
ESA P Portfolio L.L.C.	215 N Milwaukee Ave	Vernon Hills	IL	60061	USA
ESA P Portfolio L.L.C.	2345 Sokol Ct.	Darien	IL	60561	USA
ESA P Portfolio L.L.C.	2400 Golf Road	Rolling Meadows	IL	60008	USA
ESA P Portfolio L.L.C.	2520 173rd St.	Lansing	IL	60438	USA
ESA P Portfolio L.L.C.	3150 Finley Rd.	Downers Grove	IL	60515	USA
ESA P Portfolio L.L.C.	4575 Frontage Rd.	Hillside	IL	60162	USA
ESA P Portfolio L.L.C.	5724 Northridge Dr	Gurnee	IL	60031	USA
ESA P Portfolio L.L.C.	653 Clark Drive	Rockford	IL	61107	USA
ESA P Portfolio L.L.C.	747 N Bell School Road	Rockford	IL	61107	USA
ESA P Portfolio L.L.C.	7524 State Road	Bedford Park	IL	60638	USA
ESA P Portfolio L.L.C.	4715 N. Main Street	Mishawaka	IN	46545	USA
ESA P Portfolio L.L.C.	5305 N. Main Street	Mishawaka	IN	46545	USA
ESA P Portfolio L.L.C.	5350 W. Southern Ave	Indianapolis	IN	46241	USA
ESA P Portfolio L.L.C.	5810 Challenger Pkwy	Fort Wayne	IN	46818	USA
ESA P Portfolio L.L.C.	7940 N. Shadeland Ave	Indianapolis	IN	46250	USA
ESA P Portfolio L.L.C.	9370 Waldemar Rd	Indianapolis	IN	46268	USA
ESA P Portfolio L.L.C.	10750 Quivira Road	Overland Park	KS	66210	USA
ESA P Portfolio L.L.C.	7201 W. 106th St	Overland Park	KS	66212	USA
ESA P Portfolio L.L.C.	8015 Lenexa Drive	Lenexa	KS	66215	USA
ESA P Portfolio L.L.C.	9450 E. Corporate Hills Dr	Wichita	KS	67207	USA
ESA P Portfolio L.L.C.	1401 Browns Lane	Louisville	KY	40207	USA
ESA P Portfolio L.L.C.	7350 Turfway Road	Florence	KY	41042	USA
ESA P Portfolio L.L.C.	104 Mallard Rd.	Sulphur	LA	70665	USA
ESA P Portfolio L.L.C.	11140 Boardwalk Dr.	Baton Rouge	LA	70816	USA
ESA P Portfolio L.L.C.	3300 S. I-10 Service Rd. W.	Metairie	LA	70001	USA
ESA P Portfolio L.L.C.	6250 Corporate Blvd.	Baton Rouge	LA	70809	USA
ESA P Portfolio L.L.C.	102 Newbury St.	Danvers	MA	01923	USA
ESA P Portfolio L.L.C.	20 Rockdale St.	Braintree	MA	02184	USA
ESA P Portfolio L.L.C.	2 Ashley Dr.	Scarborough	ME	04074	USA

Debtor	Address	City	State	ZIP	Country
ESA P Portfolio L.L.C.	1180 Doris Rd.	Auburn Hills	MI	48326	USA
ESA P Portfolio L.L.C.	1501 Briarwood Circle Dr.	Ann Arbor	MI	48108	USA
ESA P Portfolio L.L.C.	2100 Featherstone Rd	Auburn Hills	MI	48326	USA
ESA P Portfolio L.L.C.	260 Town Center Dr.	Dearborn	MI	48126	USA
ESA P Portfolio L.L.C.	26250 American Dr.	Southfield	MI	48034	USA
ESA P Portfolio L.L.C.	27775 Stansbury Blvd	Farmington Hills	MI	48334	USA
ESA P Portfolio L.L.C.	30125 N. Civic Center Blvd.	Warren	MI	48093	USA
ESA P Portfolio L.L.C.	3747 29th St. S.E.	Kentwood	MI	49512	USA
ESA P Portfolio L.L.C.	10020 Hudson Rd	Woodbury	MN	55125	USA
ESA P Portfolio L.L.C.	12970 63rd Ave. North	Maple Grove	MN	55369	USA
ESA P Portfolio L.L.C.	2701 Freeway Blvd	Brooklyn Center	MN	55430	USA
ESA P Portfolio L.L.C.	2814 43rd St. NW	Rochester	MN	55901	USA
ESA P Portfolio L.L.C.	55 Wood Lake Drive SE	Rochester	MN	55904	USA
ESA P Portfolio L.L.C.	7550 Office Ridge Court	Eden Prairie	MN	55344	USA
ESA P Portfolio L.L.C.	11827 Lackland Rd	Maryland Heights	MO	63146	USA
ESA P Portfolio L.L.C.	155 Chapel Ridge Rd	Hazelwood	MO	63042	USA
ESA P Portfolio L.L.C.	2000 W. Business Loop 70	Columbia	MO	65203	USA
ESA P Portfolio L.L.C.	2030 Craig Rd	St. Louis	MO	63146	USA
ESA P Portfolio L.L.C.	3125 Rider Trail South	Earth City	MO	63045	USA
ESA P Portfolio L.L.C.	5555 Veterans Memorial Pkwy	St. Peters	MO	63376	USA
ESA P Portfolio L.L.C.	4950 Southgate Drive	Billings	MT	59101	USA
ESA P Portfolio L.L.C.	9006 Burt St. NW	Omaha	NE	68114	USA
ESA P Portfolio L.L.C.	1 Fieldcrest Ave.	Edison	NJ	08837	USA
ESA P Portfolio L.L.C.	1 Meadowlands Pk	Secaucus	NJ	07094	USA
ESA P Portfolio L.L.C.	112 State Hwy 17	Ramsey	NJ	07446	USA
ESA P Portfolio L.L.C.	1653 East State Highway No. 70	Cherry Hill	NJ	08034	USA
ESA P Portfolio L.L.C.	2868 Route 73 North	Maple Shade	NJ	08052	USA
ESA P Portfolio L.L.C.	30 World's Fair Drive	Franklin	NJ	08873	USA
ESA P Portfolio L.L.C.	500 Diemer Drive	Mount Laurel	NJ	08054s	USA
ESA P Portfolio L.L.C.	750 Edwin L. Ward Sr. Memorial Hwy	Rutherford	NJ	07070	USA
ESA P Portfolio L.L.C.	2221 Rio Rancho Blvd (Hwy 528)	Rio Rancho	NM	87124	USA
ESA P Portfolio L.L.C.	2608 The American Rd. NW	Rio Rancho	NM	87124	USA
ESA P Portfolio L.L.C.	1550 E. Flamingo Rd	Las Vegas	NV	89119	USA
ESA P Portfolio L.L.C.	4240 Boulder Highway	Las Vegas	NV	89121	USA
ESA P Portfolio L.L.C.	4270 S. Valley View Blvd.	Las Vegas	NV	89103	USA
ESA P Portfolio L.L.C.	9795 Gateway Drive	Reno	NV	78521	USA
ESA P Portfolio L.L.C.	118 Tarrytown Rd.	Elmsford	NY	10523	USA
ESA P Portfolio L.L.C.	125 Inn Keepers Lane	Amherst	NY	14228	USA
ESA P Portfolio L.L.C.	1395 Washington Ave.	Albany	NY	12206	USA
ESA P Portfolio L.L.C.	18-30 Whitestone Expy.	Whitestone	NY	11357	USA
ESA P Portfolio L.L.C.	55 W. Merritt Blvd	Fishkill	NY	12524	USA



Debtor	Address	City	State	ZIP	Country
ESA P Portfolio L.L.C.	600 Center Place Drive	Rochester	NY	14615	USA
ESA P Portfolio L.L.C.	6630 Old Collamer Rd	East Syracuse	NY	13057	USA
ESA P Portfolio L.L.C.	700 Commons Way	Rochester	NY	14623	USA
ESA P Portfolio L.L.C.	11145 Kenwood Road	Blue Ash	OH	45242	USA
ESA P Portfolio L.L.C.	11457 Chester Road	Sharonville	OH	45246	USA
ESA P Portfolio L.L.C.	170 Montrose W. Ave.	Copley	OH		USA
ESA P Portfolio L.L.C.	185 Montrose W. Ave.	Copley	OH	44321	USA
ESA P Portfolio L.L.C.	3131 Presidential Drive	Fairborn	OH	45324	USA
ESA P Portfolio L.L.C.	3820 Orange Pl.	Orange	OH	44122	USA
ESA P Portfolio L.L.C.	4260 Hunt Road	Blue Ash	OH	45242	USA
ESA P Portfolio L.L.C.	542 West Dussel Drive	Maumee	OH	43537	USA
ESA P Portfolio L.L.C.	5530 Tuttle Crossing Blvd	Dublin	OH	43016	USA
ESA P Portfolio L.L.C.	6155 Trust Drive	Holland	OH	43528	USA
ESA P Portfolio L.L.C.	6601 Reflections Drive	Dublin	OH	43017	USA
ESA P Portfolio L.L.C.	6688 Miller Lane	Dayton	OH	45414	USA
ESA P Portfolio L.L.C.	7465 High Cross Boulevard	Columbus	OH	43235	USA
ESA P Portfolio L.L.C.	8555 Lyra Drive	Columbus	OH	43240	USA
ESA P Portfolio L.L.C.	9651 Seward Road	Fairfield	OH	45014	USA
ESA P Portfolio L.L.C.	2720 Northwest Expressway	Oklahoma City	OK	73112	USA
ESA P Portfolio L.L.C.	3141 South 79th East Ave.	Tulsa	OK	74145	USA
ESA P Portfolio L.L.C.	4811 Northwest Expressway	Oklahoma City	OK	73132	USA
ESA P Portfolio L.L.C.	7901 E. 31st Court South	Tulsa	OK	74145	USA
ESA P Portfolio L.L.C.	18665 NW Eider Ct	Beaverton	OR	97006	USA
ESA P Portfolio L.L.C.	19311 NW Cornell Rd	Hillsboro	OR	97124	USA
ESA P Portfolio L.L.C.	1000 Warren Ave	East Providence	RI	02914	USA
ESA P Portfolio L.L.C.	245 W. Natick Rd	Warwick	RI	02886	USA
ESA P Portfolio L.L.C.	1170 Kinley Rd	Irmo	SC	29063	USA
ESA P Portfolio L.L.C.	130 Mobile Drive	Spartanburg	SC	29303	USA
ESA P Portfolio L.L.C.	180 Stoneridge Dr.	Columbia	SC	29210	USA
ESA P Portfolio L.L.C.	3715 Pelham Rd.	Greenville	SC	29615	USA
ESA P Portfolio L.L.C.	530 Woods Lake Rd.	Greenville	SC	29607	USA
ESA P Portfolio L.L.C.	5430 Forest Dr.	Columbia	SC	29206	USA
ESA P Portfolio L.L.C.	1210 Murfreesboro Road	Nashville	TN	37217	USA
ESA P Portfolio L.L.C.	2520 Horizon Lake Dr	Memphis	TN	38133	USA
ESA P Portfolio L.L.C.	3311 West End Avenue	Nashville	TN	37203	USA
ESA P Portfolio L.L.C.	6240 Airpark Dr.	Chattanooga	TN	37421	USA
ESA P Portfolio L.L.C.	9020 Church Street East	Brentwood	TN	37027	USA
ESA P Portfolio L.L.C.	9025 Church Street East	Brentwood	TN	37027	USA
ESA P Portfolio L.L.C.	10715 Auto Mall Drive	Sandy	UT	84070	USA
ESA P Portfolio L.L.C.	2310 W. City Center Court	West Valley City	UT	84119	USA
ESA P Portfolio L.L.C.	7555 S. Union Park Ave	Midvale	UT	84047	USA
ESA P Portfolio L.L.C.	1021 Elden Street	Herndon	VA	20171	USA
ESA P Portfolio L.L.C.	11708 Jefferson Ave.	Newport News	VA	23606	USA
ESA P Portfolio L.L.C.	12055 Lee Jackson Memorial H	Fairfax	VA	22033	USA
ESA P Portfolio L.L.C.	12359 Hornsby Lane	Newport News	VA	23602	USA

<b>Debtor</b>	<b>Address</b>	<b>City</b>	<b>State</b>	<b>ZIP</b>	<b>Country</b>
ESA P Portfolio L.L.C.	14420 Chantilly Crossing Lane	Chantilly	VA	20151	USA
ESA P Portfolio L.L.C.	1910 University Blvd	Lynchburg	VA	24502	USA
ESA P Portfolio L.L.C.	1915 Commerce Dr	Hampton	VA	23666	USA
ESA P Portfolio L.L.C.	205 North Breckinridge Place	Alexandria	VA	22312	USA
ESA P Portfolio L.L.C.	2705 Frontage Rd. NW	Roanoke	VA	24017	USA
ESA P Portfolio L.L.C.	46001 Waterview Plaza	Sterling	VA	20166	USA
ESA P Portfolio L.L.C.	5920 Fort Drive	Centreville	VA	20121	USA
ESA P Portfolio L.L.C.	6800 Metropolitan Center Dr	Springfield	VA	22150	USA
ESA P Portfolio L.L.C.	6807 Paragon Pl.	Richmond	VA	23230	USA
ESA P Portfolio L.L.C.	6811 Paragon Pl.	Richmond	VA	23230	USA
ESA P Portfolio L.L.C.	13300 Stone Avenue North	Seattle	WA	98133	USA
ESA P Portfolio L.L.C.	1400 South 320th Street	Federal Way	WA	98003	USA
ESA P Portfolio L.L.C.	15451 53rd Avenue South	Tukwila	WA	98188	USA
ESA P Portfolio L.L.C.	1675 Mottman Road SW	Tumwater	WA	98512	USA
ESA P Portfolio L.L.C.	2101 N. Meridian	Puyallup	WA	98371	USA
ESA P Portfolio L.L.C.	2120 S. 48th St.	Tacoma	WA	98409	USA
ESA P Portfolio L.L.C.	25104 Pacific Hwy South	Kent	WA	98032	USA
ESA P Portfolio L.L.C.	300 NE 115th Avenue	Vancouver	WA	98684	USA
ESA P Portfolio L.L.C.	3021 196th Street SW	Lynnwood	WA	98036	USA
ESA P Portfolio L.L.C.	3917 Harbour Pointe Blvd SW	Mukilteo	WA	98275	USA
ESA P Portfolio L.L.C.	8410 Broadway	Everett	WA	98208	USA
ESA P Portfolio L.L.C.	2520 Plaza Court	Waukesha	WI	53186	USA
ESA P Portfolio L.L.C.	4141 Boardwalk Ct	Appleton	WI	54915s	USA
ESA P Portfolio L.L.C.	45 Junction Court	Madison	WI	53717	USA
ESA P Portfolio MD Trust	1 Womack Drive	Annapolis	MD	21401	USA
ESA P Portfolio MD Trust	104 Chesapeake Centre Ct	Glen Burnie	MD	21061	USA
ESA P Portfolio MD Trust	1361 James Way	Bel Air	MD	21015	USA
ESA P Portfolio MD Trust	205 Professional Drive	Gaithersburg	MD	20879	USA
ESA P Portfolio MD Trust	8550 Washington Blvd	Jessup	MD	20794	USA
ESA P Portfolio MD Trust	8890 Stanford Blvd	Columbia	MD	21045	USA
ESA P Portfolio MD Trust	9401 Largo Drive West	Landover	MD	20774	USA
ESA P Portfolio MD Trust	9704 Beaver Dam Road	Timonium	MD	21093	USA
ESA P Portfolio PA Properties L.L.C.	114 Welsh Road [3]	Horsham	PA	19044	USA
ESA P Portfolio PA Properties L.L.C.	1303 Lebanon Church Road	West Mifflin	PA	15122	USA
ESA P Portfolio PA Properties L.L.C.	3216 Tillman Drive	Bensalem	PA	19020	USA
ESA P Portfolio PA Properties L.L.C.	3851 Northern Pike	Monroeville	PA	15146	USA
ESA P Portfolio PA Properties L.L.C.	437 Irwins Lane	Plymouth Meeting	PA	19462	USA
ESA P Portfolio PA Properties L.L.C.	520 North Bell Avenue	Carnegie	PA	15106	USA
ESA P Portfolio PA Properties L.L.C.	877 N. Pottstown Pike (Rt 100)	Exton	PA	19341	USA

<b>Debtor</b>	<b>Address</b>	<b>City</b>	<b>State</b>	<b>ZIP</b>	<b>Country</b>
ESA P Portfolio PA Properties L.L.C.	9000 Tinicum Blvd	Philadelphia	PA	19153	USA
ESA P Portfolio TXNC Properties L.P.	10930 Park Road	Charlotte	NC	28226	USA
ESA P Portfolio TXNC Properties L.P.	123 East McCullough Dr.	Charlotte	NC	28262	USA
ESA P Portfolio TXNC Properties L.P.	1500 Regency Parkway	Cary	NC	27511	USA
ESA P Portfolio TXNC Properties L.P.	1705 Stanley Rd.	Greensboro	NC	27407	USA
ESA P Portfolio TXNC Properties L.P.	1995 Hampton Inn Ct.	Winston-Salem	NC	27103	USA
ESA P Portfolio TXNC Properties L.P.	20 McDaniel Drive	Jacksonville	NC	28546	USA
ESA P Portfolio TXNC Properties L.P.	2700 Slater Rd	Morrisville	NC	27560	USA
ESA P Portfolio TXNC Properties L.P.	3100 Regency Parkway	Cary	NC	27511	USA
ESA P Portfolio TXNC Properties L.P.	4317 Big Tree Way	Greensboro	NC	27409	USA
ESA P Portfolio TXNC Properties L.P.	4919 S. Miami Blvd	Durham	NC	27703	USA
ESA P Portfolio TXNC Properties L.P.	5008 NC 55	Durham	NC	27713	USA
ESA P Portfolio TXNC Properties L.P.	5830 Westpark Dr.	Charlotte	NC	28217	USA
ESA P Portfolio TXNC Properties L.P.	600 Weston Pkwy.	Cary	NC	27513	USA
ESA P Portfolio TXNC Properties L.P.	6035 Nations Ford Road	Charlotte	NC	28217	USA
ESA P Portfolio TXNC Properties L.P.	8405 Pineville - Matthews Road	Charlotte	NC	28226	USA
ESA P Portfolio TXNC Properties L.P.	921 Wake Towne Drive	Raleigh	NC	27609	USA
ESA P Portfolio TXNC Properties L.P.	12424 Research Blvd	Austin	TX	78579	USA
ESA P Portfolio TXNC Properties L.P.	12621 Hymeadow Rd.	Austin	TX	78729	USA
ESA P Portfolio TXNC Properties L.P.	1301 S. Braeswood Blvd	Houston	TX	77030	USA
ESA P Portfolio TXNC Properties L.P.	13858 N US Hwy. 183	Austin	TX	78750	USA
ESA P Portfolio TXNC Properties L.P.	1410 Nasa Rd 1	Houston	TX	77058	USA
ESA P Portfolio TXNC Properties L.P.	16950 N 1-35	Austin	TX	78728	USA
ESA P Portfolio TXNC Properties L.P.	1900 Lake Pointe Dr	Lewisville	TX	75057	USA
ESA P Portfolio TXNC	2100 Cinema Dr.	Amarillo	TX	79124	USA

Debtor	Address	City	State	ZIP	Country
Properties L.P.					
ESA P Portfolio TXNC Properties L.P.	2330 SW F	Houston	TX	77098	USA
ESA P Portfolio TXNC Properties L.P.	2420 E Lamar Blvd	Arlington	TX	76006	USA
ESA P Portfolio TXNC Properties L.P.	2424 W. Sam Houston Pkwy. South	Houston	TX	77042	USA
ESA P Portfolio TXNC Properties L.P.	2700 Gracy Farms Lane	Austin	TX	78758	USA
ESA P Portfolio TXNC Properties L.P.	2900 N. Dallas Pkwy	Plano	TX	75093	USA
ESA P Portfolio TXNC Properties L.P.	2979 N. Stemmons Frwy	Dallas	TX	75247	USA
ESA P Portfolio TXNC Properties L.P.	3200 W. Sam Houston Pkwy	Houston	TX	77042	USA
ESA P Portfolio TXNC Properties L.P.	3261 N.E. Loop 820	Fort Worth	TX	76137	USA
ESA P Portfolio TXNC Properties L.P.	3804 Tanacross Dr.	Fort Worth	TX	76137	USA
ESA P Portfolio TXNC Properties L.P.	4022 Parkside Center Blvd	Farmers Branch	TX	75244	USA
ESA P Portfolio TXNC Properties L.P.	4331 Spectrum One	San Antonio	TX	78230	USA
ESA P Portfolio TXNC Properties L.P.	4636 West Plano Parkway	Plano	TX	75093	USA
ESA P Portfolio TXNC Properties L.P.	4726 Sugar Grove Blvd	Stafford	TX	77477	USA
ESA P Portfolio TXNC Properties L.P.	4802 S Loop 289	Lubbock	TX	79414	USA
ESA P Portfolio TXNC Properties L.P.	5100 US Hwy. 290 W	Austin	TX	78735	USA
ESA P Portfolio TXNC Properties L.P.	5401 Green Park Drive	Irving	TX	75038	USA
ESA P Portfolio TXNC Properties L.P.	5454 Hollister Street	Houston	TX	77040	USA
ESA P Portfolio TXNC Properties L.P.	555 S I-35 - City Centre Business Park	Round Rock	TX	78664	USA
ESA P Portfolio TXNC Properties L.P.	5903 Woodway Dr.	Waco	TX	76712	USA
ESA P Portfolio TXNC Properties L.P.	5959 Guhn Rd	Houston	TX	77040	USA
ESA P Portfolio TXNC Properties L.P.	600 Gaudalupe Street	Austin	TX	78701	USA
ESA P Portfolio TXNC Properties L.P.	605 Meadow Creek Dr	Las Colinas	TX	75038	USA
ESA P Portfolio TXNC Properties L.P.	6300 US HWY 290 East	Austin	TX	78723	USA
ESA P Portfolio TXNC Properties L.P.	720 W. Bay Area Blvd	Webster	TX	77598	USA

Debtor	Address	City	State	ZIP	Country
ESA P Portfolio TXNC Properties L.P.	8221 North IH-35	Austin	TX	78753	USA
ESA P Portfolio TXNC Properties L.P.	9019 Vantage Point Rd	Dallas	TX	75243	USA
ESA PA Properties L.L.C.	200 Chauvet Drive	Pittsburgh	PA	15275	USA
ESA PA Properties L.L.C.	300 Morehall Rd, Rt 29	Malvern	PA	19355	USA
ESA PA Properties L.L.C.	3050 Schoenersville Rd	Bethlehem	PA	18017	USA
ESA PA Properties L.L.C.	8880 Bartram Ave	Philadelphia	PA	19153	USA
ESA Properties L.L.C.	5115 Carmichael Rd.	Montgomery	AL	36106	USA
ESA Properties L.L.C.	10800 Kanis Road	Little Rock	AR	72211	USA
ESA Properties L.L.C.	600 Hardin Road	Little Rock	AR	72211	USA
ESA Properties L.L.C.	20827 N. 27th Ave	Phoenix	AZ	85027	USA
ESA Properties L.L.C.	455 W. Baseline Rd.	Mesa	AZ	85210	USA
ESA Properties L.L.C.	5050 E. Grant Rd.	Tucson	AZ	85712	USA
ESA Properties L.L.C.	1000 Hillview Court	Milpitas	CA	95035	USA
ESA Properties L.L.C.	1050 Grand Avenue	Carlsbad	CA	92008	USA
ESA Properties L.L.C.	10721 White Rock Rd	Rancho Cordova	CA	95670	USA
ESA Properties L.L.C.	11299 Point East Dr	Rancho Cordova	CA	95742	USA
ESA Properties L.L.C.	1350 Marina Village Pkwy	Alameda	CA	94501	USA
ESA Properties L.L.C.	14775 Firestone Blvd	La Mirada	CA	90638	USA
ESA Properties L.L.C.	1635 W. Katella Ave.	Orange	CA	92867	USA
ESA Properties L.L.C.	1742 S. Clementine Street	Anaheim	CA	92802	USA
ESA Properties L.L.C.	18602 S Vermont Ave	Gardena	CA	90248	USA
ESA Properties L.L.C.	2100 Camino Ramon	San Ramon	CA	94583	USA
ESA Properties L.L.C.	2100 Harvard Street	Sacramento	CA	95815	USA
ESA Properties L.L.C.	2200 Empire Avenue	Burbank	CA	91504	USA
ESA Properties L.L.C.	2380 Nisser Drive	Livermore	CA	94550	USA
ESA Properties L.L.C.	2526 Pavilion Pkwy	Tracy	CA	95304	USA
ESA Properties L.L.C.	2600 Corby Avenue	Santa Rosa	CA	95407	USA
ESA Properties L.L.C.	27622 Jefferson Ave.	Temecula	CA	92590	USA
ESA Properties L.L.C.	3190 Vista Way	Oceanside	CA	92056	USA
ESA Properties L.L.C.	3460 West Shaw Avenue	Fresno	CA	93711	USA
ESA Properties L.L.C.	3860 Murphy Canyon Road	San Diego	CA	92123	USA
ESA Properties L.L.C.	401 E Santa Clara St	Arcadia	CA	91006	USA
ESA Properties L.L.C.	46312 Mission Blvd	Fremont	CA	94539	USA
ESA Properties L.L.C.	4881 Birch St.	Newport Beach	CA	92660	USA
ESA Properties L.L.C.	5375 Farwell Place	Fremont	CA	94536	USA
ESA Properties L.L.C.	601 W. Bonita Ave	San Dimas	CA	91773	USA
ESA Properties L.L.C.	605 Jarvis Drive	Morgan Hill	CA	95037	USA
ESA Properties L.L.C.	799 Orange Drive	Vacaville	CA	95687	USA
ESA Properties L.L.C.	3705 N Chambers Rd.	Aurora	CO	80011	USA
ESA Properties L.L.C.	4850 Leetsdale Dr	Glendale	CO	80246	USA
ESA Properties L.L.C.	5855 Corporate Dr	Colorado Springs	CO	80919	USA
ESA Properties L.L.C.	8750 Grant St	Thornton	CO	80229	USA

Debtor	Address	City	State	ZIP	Country
ESA Properties L.L.C.	9604 E. Easter Ave	Englewood	CO	80112	USA
ESA Properties L.L.C.	340 Tolland Tpke.	Manchester	CT	06040	USA
ESA Properties L.L.C.	366 Bee St.	Meriden	CT	06450	USA
ESA Properties L.L.C.	1051 Canton Rd.	Marietta	GA		USA
ESA Properties L.L.C.	200 Lawrenceville St.	Norcross	GA	30071	USA
ESA Properties L.L.C.	3115 Clairmont Rd.	Atlanta	GA	30329	USA
ESA Properties L.L.C.	3430 Venture Pkwy	Duluth	GA	30096	USA
ESA Properties L.L.C.	474 W. Pike St.	Lawrenceville	GA	30045	USA
ESA Properties L.L.C.	5511 Abercorn St	Savannah	GA	31405	USA
ESA Properties L.L.C.	6231 Hwy 85	Riverdale	GA		USA
ESA Properties L.L.C.	6295 Jimmy Carter Blvd.	Norcross	GA	30071	USA
ESA Properties L.L.C.	7065 Jimmy Carter Blvd.	Norcross	GA	30092	USA
ESA Properties L.L.C.	1075 Lake St.	Hanover Park	IL	60103	USA
ESA Properties L.L.C.	1575 Bond St.	Naperville	IL	60563	USA
ESA Properties L.L.C.	1805 S. Veterans Pkwy	Bloomington	IL	61701	USA
ESA Properties L.L.C.	2000 N Roselle Rd	Schaumburg	IL	60195	USA
ESA Properties L.L.C.	260 E. 22nd St.	Lombard	IL	60148	USA
ESA Properties L.L.C.	4306 North Brandywine Dr	Peoria	IL	61614	USA
ESA Properties L.L.C.	445 Warrenville Rd.	Lisle	IL	60532	USA
ESA Properties L.L.C.	5211 Old Orchard Road	Skokie	IL	60077	USA
ESA Properties L.L.C.	550 West Grand Ave.	Elmhurst	IL	60126	USA
ESA Properties L.L.C.	610 W. Marketview Dr	Champaign	IL	61822	USA
ESA Properties L.L.C.	1355 E. 83rd Avenue	Merrillville	IN	46410	USA
ESA Properties L.L.C.	2730 Fortune Circle West	Indianapolis	IN	46241	USA
ESA Properties L.L.C.	301 Eagle Crest Drive	Evansville	IN	47715	USA
ESA Properties L.L.C.	8309 W. Jefferson Blvd	Fort Wayne	IN	46804	USA
ESA Properties L.L.C.	9030 Wesleyan Road	Indianapolis	IN	46268	USA
ESA Properties L.L.C.	9750 Lake Shore Drive	Indianapolis	IN	46280	USA
ESA Properties L.L.C.	9775 Lenexa Drive	Lenexa	KS	66215	USA
ESA Properties L.L.C.	200 Meijer Drive	Florence	KY	41042	USA
ESA Properties L.L.C.	2650 Wilhite Drive	Lexington	KY	40503	USA
ESA Properties L.L.C.	2750 Gribbin Drive	Lexington	KY	40517	USA
ESA Properties L.L.C.	3575 Tates Creek Road	Lexington	KY	40517	USA
ESA Properties L.L.C.	6101 Dutchmans Lane	Louisville	KY	40205	USA
ESA Properties L.L.C.	650 West 3rd Street	Covington	KY	41011	USA
ESA Properties L.L.C.	9801 Bunsen Way	Louisville	KY	40299	USA
ESA Properties L.L.C.	2300 Veterans Blvd	Kenner	LA	70062	USA
ESA Properties L.L.C.	3070 E. Texas St.	Bossier City	LA	71111	USA
ESA Properties L.L.C.	807 S. Hugh Wallis Rd	Lafayette	LA	70508	USA
ESA Properties L.L.C.	180 E. Main St.	Westborough	MA	01581	USA
ESA Properties L.L.C.	19 Connector Rd.	Westborough	MA	01581	USA
ESA Properties L.L.C.	1910 Andover St.	Tewksbury	MA	01876	USA
ESA Properties L.L.C.	280 S. Washington Rd.	Norton	MA	02766	USA
ESA Properties L.L.C.	11808 Middlebelt Rd.	Livonia	MI	48150	USA
ESA Properties L.L.C.	2000 Haggerty Rd.	Canton	MI	48187	USA
ESA Properties L.L.C.	20200 Thirteen Mile Rd.	Roseville	MI	48066	USA
ESA Properties L.L.C.	21555 Haggerty Rd.	Novi	MI	48375	USA
ESA Properties L.L.C.	30325 Flynn Dr.	Romulus	MI	48174	USA

Debtor	Address	City	State	ZIP	Country
ESA Properties L.L.C.	3265 Boardwalk Dr.	Ann Arbor	MI	48108	USA
ESA Properties L.L.C.	32690 Stephenson H	Madison Heights	MI	48071	USA
ESA Properties L.L.C.	33400 Van Dyke Rd.	Sterling Heights	MI	48312	USA
ESA Properties L.L.C.	39640 Orchard Hill Pl.	Novi	MI	48375	USA
ESA Properties L.L.C.	11712 N.W. Plaza Circle	Kansas City	MO	64153	USA
ESA Properties L.L.C.	1333 E. Kingsley St	Springfield	MO	65804	USA
ESA Properties L.L.C.	14800 East 42nd Street	Independence	MO	64055	USA
ESA Properties L.L.C.	4301 N. Corrington Avenue	Kansas City	MO	64117	USA
ESA Properties L.L.C.	550 East 105th Street	Kansas City	MO	64131	USA
ESA Properties L.L.C.	6065 N. Lindbergh Blvd	Hazelwood	MO	63042	USA
ESA Properties L.L.C.	5354 I-55 N	Jackson	MS	39211	USA
ESA Properties L.L.C.	800 Ridgewood Rd.	Ridgeland	MS	39157	USA
ESA Properties L.L.C.	800 River Drive South	Great Falls	MT	59405	USA
ESA Properties L.L.C.	2000 Southwood Dr.	Nashua	NH	03063	USA
ESA Properties L.L.C.	101 Diemer Drive	Mount Laurel	NJ	08054	USA
ESA Properties L.L.C.	329 Newman Springs Road	Red Bank	NJ	07701	USA
ESA Properties L.L.C.	3450 Brunswick Pike	Princeton	NJ	08540	USA
ESA Properties L.L.C.	4230 US Route 1	South Brunswick	NJ	08852	USA
ESA Properties L.L.C.	71 International Dr. South	Budd Lake	NJ	07828	USA
ESA Properties L.L.C.	2321 International Ave. SE	Albuquerque	NM	87106	USA
ESA Properties L.L.C.	5020 Ellison NE	Albuquerque	NM	87109	USA
ESA Properties L.L.C.	100 Spagnoli Rd	Melville	NY	11747	USA
ESA Properties L.L.C.	905 S. Oyster Bay Rd.	Bethpage	NY	11714	USA
ESA Properties L.L.C.	10300 Cascade Crossing	Brooklyn	OH	44144	USA
ESA Properties L.L.C.	11645 Chesterdale Road	Springdale	OH	45246	USA
ESA Properties L.L.C.	17552 Rosbough Drive	Middleburg Heights	OH	44130	USA
ESA Properties L.L.C.	2200 Lake Club Drive	Columbus	OH	43232	USA
ESA Properties L.L.C.	25801 Country Club Blvd.	North Olmsted	OH	44070	USA
ESA Properties L.L.C.	30360 Clemens Rd.	Westlake	OH	44145	USA
ESA Properties L.L.C.	320 Glensprings Drive	Springdale	OH	45246	USA
ESA Properties L.L.C.	4200 Stelzer Road	Columbus	OH	43230	USA
ESA Properties L.L.C.	450 Metro Place North	Dublin	OH	43017	USA
ESA Properties L.L.C.	6255 Zumstein Drive	Columbus	OH	43229	USA
ESA Properties L.L.C.	7851 Lois Circle	Dayton	OH	45459	USA
ESA Properties L.L.C.	4820 West Reno Ave.	Oklahoma City	OK	73127	USA
ESA Properties L.L.C.	17777 NE Sacramento St	Portland	OR	97230	USA
ESA Properties L.L.C.	3535 Fisher Rd NE	Salem	OR	97305	USA
ESA Properties L.L.C.	520 Harlow Road	Springfield	OR	97477	USA
ESA Properties L.L.C.	1200 Division Rd.	West Warwick	RI		USA
ESA Properties L.L.C.	304 Wingo Way	Mt. Pleasant	SC	29464	USA
ESA Properties L.L.C.	450 Gracern Rd.	Columbia	SC	29210	USA
ESA Properties L.L.C.	5059 N. Arco Lane	North Charleston	SC	29418	USA
ESA Properties L.L.C.	7641 Northwoods Blvd.	North	SC	29406	USA



Debtor	Address	City	State	ZIP	Country
		Charleston			
ESA Properties L.L.C.	1700 Winston Rd.	Knoxville	TN		USA
ESA Properties L.L.C.	214 Langley Place	Knoxville	TN		USA
ESA Properties L.L.C.	2511 Elm Hill Pike	Nashville	TN	37214	USA
ESA Properties L.L.C.	2525 Elm Hill Pike	Nashville	TN	37215	USA
ESA Properties L.L.C.	5885 Shelby Oaks Drive	Memphis	TN	38134	USA
ESA Properties L.L.C.	6085 Apple Tree Drive	Memphis	TN		USA
ESA Properties L.L.C.	6325 Quail Hollow	Memphis	TN	38120	USA
ESA Properties L.L.C.	6520 Mt. Moriah Road	Memphis	TN	38115	USA
ESA Properties L.L.C.	8110 Cordova Centre Drive	Memphis	TN		USA
ESA Properties L.L.C.	10060 W. Broad St.	Glen Allen	VA	23060	USA
ESA Properties L.L.C.	1540 Crossways Blvd	Chesapeake	VA	23320	USA
ESA Properties L.L.C.	4548 Bonney Rd.	Virginia Beach	VA	23462	USA
ESA Properties L.L.C.	11400 Main Street	Bellevue	WA	98004	USA
ESA Properties L.L.C.	1150 Oakesdale Ave SW	Renton	WA	98055	USA
ESA Properties L.L.C.	12803 E. Sprague	Spokane	WA	99216	USA
ESA Properties L.L.C.	1431 112th Street SE	Everett	WA	98208	USA
ESA Properties L.L.C.	22520 83rd Avenue South	Kent	WA	98032	USA
ESA Properties L.L.C.	2820 Pacific Hwy East	Fife	WA	98424	USA
ESA Properties L.L.C.	8801 South Hosmer St.	Tacoma	WA	98444	USA
ESA Properties L.L.C.	923 228th Street SE	Bothell	WA	98021	USA
ESA Properties L.L.C.	11121 W North Ave	Wauwatosa	WI	53226	USA
ESA Properties L.L.C.	55 Junction Court	Madison	WI	53717	USA
ESA Properties L.L.C.	3390 Venture Parkway [1]	Duluth	GA	30096	USA
ESA TX Properties L.P.	3105 Tower Blvd.	Durham	NC	27707	USA
ESA TX Properties L.P.	408 Owen Dr.	Fayetteville	NC	28304	USA
ESA TX Properties L.P.	4105 Sycamore Dairy Road	Fayetteville	NC	28303	USA
ESA TX Properties L.P.	4610 South Miami Blvd	Durham	NC	27703	USA
ESA TX Properties L.P.	4929 New Centre Dr.	Wilmington	NC	28403	USA
ESA TX Properties L.P.	6 Kenilworth Knoll	Asheville	NC	28805	USA
ESA TX Properties L.P.	7617 Thorndike Road	Greensboro	NC	27409	USA
ESA TX Properties L.P.	7910 N. Point Blvd.	Winston-Salem	NC	27106	USA
ESA TX Properties L.P.	8211 University Executive Park Drive	Charlotte	NC	28262	USA
ESA TX Properties L.P.	911 Wake Towne Drive	Raleigh	NC	27609	USA
ESA TX Properties L.P.	10100 N. Capital of Texas H	Austin	TX	78759	USA
ESA TX Properties L.P.	106 W. Village Blvd	Laredo	TX	78040	USA
ESA TX Properties L.P.	11175 Katy Frwy	Houston	TX	77079	USA
ESA TX Properties L.P.	12270 Greenville Ave.	Dallas	TX	75243	USA
ESA TX Properties L.P.	1303 LaConcha	Houston	TX	77054	USA
ESA TX Properties L.P.	13505 North Frwy	Houston	TX	77060	USA
ESA TX Properties L.P.	150 Valle Wood Rd	Spring	TX	77380	USA
ESA TX Properties L.P.	16939 Tomball Pkwy	Houston	TX	77064	USA
ESA TX Properties L.P.	1908 Forest Ridge Dr	Bedford	TX	76021	USA
ESA TX Properties L.P.	2130 South Highway 6	Houston	TX	77077	USA
ESA TX Properties L.P.	2544 US Hwy 67	Mesquite	TX	75150	USA
ESA TX Properties L.P.	3440 W. Walnut Hill Lane	Irving	TX	75038	USA



<b>Debtor</b>	<b>Address</b>	<b>City</b>	<b>State</b>	<b>ZIP</b>	<b>Country</b>
ESA TX Properties L.P.	4701 City Lake Blvd. W	Fort Worth	TX	76132	USA
ESA TX Properties L.P.	4701 Westheimer Road	Houston	TX	77027	USA
ESA TX Properties L.P.	5831 Overton Ridge Blvd.	Fort Worth	TX	76132	USA
ESA TX Properties L.P.	6218 S. Staples St.	Corpus Christi	TX	78413	USA
ESA TX Properties L.P.	6580 Montana Ave.	El Paso	TX	79925	USA
ESA TX Properties L.P.	990 Sunland Park Dr.	El Paso	TX	79922	USA
ESH/Homestead Portfolio L.L.C.	2165 West 15th Street	Tempe	AZ	85281	USA
ESH/Homestead Portfolio L.L.C.	101 Fairway Drive	Miami Springs	FL	33166	USA
ESH/Homestead Portfolio L.L.C.	1040 Greenwood Blvd	Lake Mary	FL	32746	USA
ESH/Homestead Portfolio L.L.C.	4693 Salisbury Road	Jacksonville	FL	32256	USA
ESH/Homestead Portfolio L.L.C.	8520 Northwest Blvd	Indianapolis	IN	46278	USA
ESH/Homestead Portfolio L.L.C.	1650 Alliant Avenue	Louisville	KY	40299	USA
ESH/Homestead Portfolio L.L.C.	200 Jubilee Dr	Peabody	MA	01960	USA
ESH/Homestead Portfolio L.L.C.	120 Admiral Cochrane Drive	Annapolis	MD	21401	USA
ESH/Homestead Portfolio L.L.C.	9701 N. Shannon Avenue	Kansas City	MO	64153	USA
ESH/Homestead Portfolio L.L.C.	2601 Appliance Court	Raleigh	NC	27604	USA
ESH/Homestead Portfolio L.L.C.	25 Merritt Blvd	Fishkill	NY	12524	USA
ESH/Homestead Portfolio L.L.C.	4630 Creek Road	Blue Ash	OH		USA
ESH/Homestead Portfolio L.L.C.	268 Metro Center Blvd	Warwick	RI	02886	USA
ESH/Homestead Portfolio L.L.C.	5045 N. Arco Lane	North Charleston	SC	29418	USA
ESH/HV Properties L.L.C.	12 Perimeter Park South	Birmingham	AL	35243	USA
ESH/HV Properties L.L.C.	1920 W. Isabella	Mesa	AZ	85202	USA
ESH/HV Properties L.L.C.	2102 West Dunlap Avenue	Phoenix	AZ	85021	USA
ESH/HV Properties L.L.C.	3560 North Marshall Way	Scottsdale	AZ	85251	USA
ESH/HV Properties L.L.C.	1255 Orleans Drive	Sunnyvale	CA	94089	USA
ESH/HV Properties L.L.C.	1377 W Glenoaks Blvd	Glendale	CA	91201	USA
ESH/HV Properties L.L.C.	1560 North First Street	San Jose	CA	95112	USA
ESH/HV Properties L.L.C.	18000 San Ramon Valley Blvd.	San Ramon	CA	94583	USA
ESH/HV Properties L.L.C.	1830 Gateway Drive	San Mateo	CA	94404	USA
ESH/HV Properties L.L.C.	190 East El Camino Real	Mountain View	CA	94040	USA
ESH/HV Properties L.L.C.	1910 E Mariposa Ave	El Segundo	CA	90245	USA
ESH/HV Properties L.L.C.	2810 Gateway Oaks Drive	Sacramento	CA		USA

Debtor	Address	City	State	ZIP	Country
ESH/HV Properties L.L.C.	3 Circle Star Way	San Carlos	CA	94070	USA
ESH/HV Properties L.L.C.	30 Technology Dr	Irvine	CA	92618	USA
ESH/HV Properties L.L.C.	3050 E. Imperial Highway	Brea	CA	92821	USA
ESH/HV Properties L.L.C.	330 Cypress Drive / 850 Bellew Drive	Milpitas	CA	95035	USA
ESH/HV Properties L.L.C.	3995 Carson St	Torrance	CA	90503	USA
ESH/HV Properties L.L.C.	46080 Fremont Blvd.	Fremont	CA	94538	USA
ESH/HV Properties L.L.C.	5990 Corporate Avenue	Cypress	CA	90630	USA
ESH/HV Properties L.L.C.	7444 Mission Valle Road	San Diego	CA		USA
ESH/HV Properties L.L.C.	930 S Fifth Ave	Monrovia	CA	91016	USA
ESH/HV Properties L.L.C.	9880 Pacific Heights Boulevard	San Diego	CA		USA
ESH/HV Properties L.L.C.	13941 East Harvard Avenue	Aurora	CO	80014	USA
ESH/HV Properties L.L.C.	4444 Leetsdale Drive	Glendale	CO	80246	USA
ESH/HV Properties L.L.C.	4885 South Quebec Street	Denver	CO	80237	USA
ESH/HV Properties L.L.C.	9253 E. Costilla Avenue	Greenwood Village	CO		USA
ESH/HV Properties L.L.C.	9650 East Geddes Avenue	Englewood	CO	80112	USA
ESH/HV Properties L.L.C.	400 Main Ave	Norwalk	CT	06851	USA
ESH/HV Properties L.L.C.	945 Bridgeport Ave	Shelton	CT	06484	USA
ESH/HV Properties L.L.C.	333 Continental Drive	Newark	DE	19713	USA
ESH/HV Properties L.L.C.	10020 Skinner Lake Drive	Jacksonville	FL	32246	USA
ESH/HV Properties L.L.C.	302 Northlake Blvd.	Altamonte	FL	32701	USA
ESH/HV Properties L.L.C.	4101 Equity Row	Orlando	FL	32819	USA
ESH/HV Properties L.L.C.	501 NW 77th Street	Boca Raton	FL	33487	USA
ESH/HV Properties L.L.C.	6605 NW 7th Street	Miami	FL	33126	USA
ESH/HV Properties L.L.C.	8300 Western Way	Jacksonville	FL	32256	USA
ESH/HV Properties L.L.C.	1050 Hammond Dr.	Atlanta	GA	30328	USA
ESH/HV Properties L.L.C.	2239 Powers Ferry Rd.	Marietta	GA	30067	USA
ESH/HV Properties L.L.C.	3103 Sports Ave.	Smyrna	GA	30080	USA
ESH/HV Properties L.L.C.	1827 Centre Point Circle	Naperville	IL	60563	USA
ESH/HV Properties L.L.C.	2701 Technology Drive	Lombard	IL	60148	USA
ESH/HV Properties L.L.C.	51 E. State Parkway	Schaumburg	IL	60173	USA
ESH/HV Properties L.L.C.	675 Woodlands Parkway	Vernon Hills	IL	60061	USA
ESH/HV Properties L.L.C.	855 Pasquinnelli Drive	Westmont	IL	60559	USA
ESH/HV Properties L.L.C.	5401 West 110th Street	Overland Park	KS	66211	USA
ESH/HV Properties L.L.C.	6451 East Frontage Road	Merriam	KS	66202	USA
ESH/HV Properties L.L.C.	19 Northborough Road East	Marlborough	MA	01752	USA
ESH/HV Properties L.L.C.	40 South Ave.	Burlington	MA	01803	USA
ESH/HV Properties L.L.C.	52 Fourth Ave.	Waltham	MA	02451	USA
ESH/HV Properties L.L.C.	2621 Research Blvd	Rockville	MD	20850	USA
ESH/HV Properties L.L.C.	28500 Northwestern Uwy.	Southfield	MI	48034	USA
ESH/HV Properties L.L.C.	3315 University Dr.	Auburn Hills	MI	48326	USA
ESH/HV Properties L.L.C.	11905 Technology Drive	Eden Prairie	MN	55344	USA
ESH/HV Properties L.L.C.	3015 Demark Ave	Eagan	MN	55121	USA
ESH/HV Properties L.L.C.	11252 Lone Eagle Dr	Bridgeton	MO	63044	USA
ESH/HV Properties L.L.C.	12161 Lackland Rd	St. Louis	MO	63146	USA
ESH/HV Properties L.L.C.	4535 Main Street	Kansas City	MO	64111	USA

Debtor	Address	City	State	ZIP	Country
ESH/HV Properties L.L.C.	1920 Ivy Creek Boulevard	Durham	NC	27707	USA
ESH/HV Properties L.L.C.	3531 Wake Forest Rd	Raleigh	NC	27609	USA
ESH/HV Properties L.L.C.	710 Yorkmont Road	Charlotte	NC	28217	USA
ESH/HV Properties L.L.C.	I Hoover Way	Woodbridge	NJ	07095	USA
ESH/HV Properties L.L.C.	125 Rt 10 East	Whippany	NJ	07981	USA
ESH/HV Properties L.L.C.	300 State Hwy Rt 3 East	East Rutherford	NJ	07073	USA
ESH/HV Properties L.L.C.	24851 Country Club Blvd.	North Olmsted	OH	44070	USA
ESH/HV Properties L.L.C.	3625 Orange Pl.	Orange Village	OH	44122	USA
ESH/HV Properties L.L.C.	13009 SW 68th Parkway	Tigard	OR	97223	USA
ESH/HV Properties L.L.C.	875 SW 158th Ave	Beaverton	OR	97006	USA
ESH/HV Properties L.L.C.	400 American Avenue	King of Prussia	PA	19406	USA
ESH/HV Properties L.L.C.	537 Dresher Road	Horsham	PA	19044	USA
ESH/HV Properties L.L.C.	1220 East 2100 South	Salt Lake City	UT	84106	USA
ESH/HV Properties L.L.C.	5683 South Redwood Road	Salt Lake City	UT	84123	USA
ESH/HV Properties L.L.C.	200 Blue Stone Road	Alexandria	VA	22304	USA
ESH/HV Properties L.L.C.	241 Arboretum Place	Richmond	VA	23236	USA
ESH/HV Properties L.L.C.	8201 Old Courthouse Road	Vienna	VA	22182	USA
ESH/HV Properties L.L.C.	15635 West Valley Hwy.	Tukwila	WA	98188	USA
ESH/HV Properties L.L.C.	15805 NE 28th Street	Bellevue	WA	98008	USA
ESH/HV Properties L.L.C.	3700 132nd Ave SE	Bellevue	WA	98006	USA
ESH/HV Properties L.L.C.	325 N Brookfield Rd	Brookfield	WI	53045	USA
ESH/MSTX Property L.P.	4709 W. Plano Pkwy	Plano	TX	75093	USA
ESH/TN Properties L.L.C.	2541 Corporate Avenue East	Memphis	TN		USA
ESH/TN Properties L.L.C.	6500 Poplar Avenue	Memphis	TN	38119	USA
ESH/TN Properties L.L.C.	680 Bakers Bridge Ave.	Franklin	TN	37067	USA
ESH/TN Properties L.L.C.	727 McGavock Pike	Nashville	TN	37214	USA
ESH/TX Properties L.P.	1015 Central Parkway South	San Antonio	TX	78232	USA
ESH/TX Properties L.P.	12121 Coit Rd	Dallas	TX	75251	USA
ESH/TX Properties L.P.	1221 N Watson Dr	Arlington	TX	76006	USA
ESH/TX Properties L.P.	13223 Champions Ctr Dr	Houston	TX	77069	USA
ESH/TX Properties L.P.	1601 River Run	Fort Worth	TX	76107	USA
ESH/TX Properties L.P.	17425 Dallas Pkwy	Dallas	TX	75287	USA
ESH/TX Properties L.P.	18470 N. Dallas Pkwy	Dallas	TX	75287	USA
ESH/TX Properties L.P.	2300 West Loop South	Houston	TX	77027	USA
ESH/TX Properties L.P.	507 South First Street	Austin	TX	78704	USA
ESH/TX Properties L.P.	5315 Carnaby St.	Irving	TX	75038	USA
ESH/TX Properties L.P.	7825 Heathrow Dr	Irving	TX	65063	USA
ESH/TX Properties L.P.	7979 Fannin Street	Houston	TX	77054	USA
ESH/TX Properties L.P.	901 E. Campbell Road	Richardson	TX	75081	USA
ESH/TX Properties L.P.	9100 Waterford Centre Blvd.	Austin	TX	78758	USA

### Leased Property<sup>1</sup>

Debtor	Lease Address	City	State	Zip Code	Country
ESH/Homestead Portfolio L.L.C.	8 East Swedesford Road in Malvern, Pennsylvania	Malvern	PA	19355	USA
ESH/Homestead Portfolio L.L.C.	One Plaza Drive in Secaucus, New Jersey	Secaucus	NJ	07094	USA
ESH/HV Properties L.L.C.	3045 South Maryland Parkway in Las Vegas, Nevada	Las Vegas	NV	89109	USA
ESA P Portfolio L.L.C.	100 Dunbar Street in Spartanburg, South Carolina	Spartanburg	SC	29306	USA
ESA P Portfolio L.L.C.	45 Glimcher Realty Way in Elizabeth, New Jersey	Elizabeth	NJ	07201	USA
ESA TX Properties L.P.	2504 North Carolina Highway 54 in Durham, North Carolina	Durham	NC	27713	USA

---

<sup>1</sup> The classification of the contractual agreements listed herein as real property leases or property held by other arrangements is not binding upon the Debtors.

## **Schedule 7**

### **Location of Debtors' Assets, Books and Records**

Pursuant to Local Bankruptcy Rule 1007-2(a)(10), the following lists the locations of the Debtors' substantial assets, the location of their books and records, and the nature, location, and value of any assets held by the Debtors outside the territorial limits of the United States.

### **Location of Debtors' Substantial Assets**

The Debtors' substantial assets consist of real estate and leaseholds, and the location of these assets are provided in Schedule 6. The Debtors own and/or lease properties across 44 states in the United States and 2 provinces in Canada. In addition, Homestead Village L.L.C. owns the trademark for Homestead Studio Suites.

### **Books and Records**

The Debtors' books and records are kept at the following locations:

<b>Extended Stay Hotels Headquarters</b>	100 Dunbar Street, Spartanburg, SC 29306
<b>The Lightstone Group</b>	1985 Cedarbridge Ave, Lakewood, NJ 08701

### **Debtors' Assets Outside the United States**

The Debtors have assets in locations outside the United States, comprising of three properties in Canada and bank accounts related thereto. The aggregate value of all assets located outside the United States as of June 10, 2009 is approximately \$73 to \$74 million.

<b>Foreign Asset</b>	<b>Address</b>
ESA Canada Trustee Inc. Newfoundland Hotel	222 LeMerchant Road St. John's NF A1C-2H9
ESA Canada Trustee Inc. Ontario Hotel (Ottawa)	141 Cooper Street Ottawa ON K2P 0E8
ESA Canada Trustee Inc. Ontario Hotel (Vaughan)	3600 Steeles Avenue West Vaughan ON L4L 8P5
Bank Accounts	TD Canada Trust Canadian Pacific Tower 100 Wellington St., West, 27th Floor Toronto, Ontario M5K 1A2

Foreign Asset	Address
Bank Accounts	Bank of America Canada 540 West Madison Avenue Chicago, IL 60604

## **Schedule 8**

### **Litigation**

Pursuant to Local Bankruptcy Rule 1007-2(a)(11), the following is a list of the nature and present status of each action or proceeding, pending or threatened, against the Debtors or their properties where a judgment against the Debtors or a seizure of their property may be imminent.<sup>1</sup>

<b>Action or Proceeding</b>	<b>Nature of Action (Claim Amount)</b>	<b>Status of Action</b>
Aecon Construction Group Inc.	Alleged breach of contract claim	Answer has been filed; discovery in progress.
Armstrong, Tyrone	Alleged personal injury claim	Answered filed; negotiations in progress.
California Department of Transportation	Notice of potential condemnation	Pending; received notice of potential condemnation, but no court filing at this time.
City of Chesapeake	Notice of potential condemnation.	Received notice of decision to inspect.
City of Maryland Heights	Seeking easement	Pending; received initial offer, no court filing at this time.
Connecticut Department of Transportation	Seeking temporary construction and access easements	Pending; received notice of potential condemnation, but no court filing at this time.
Disabled Patrons of America	Seeking remediation of various alleged barriers	Discovery in process.
Georgia Department of Transportation	Seeking easement	Pending; received notice of potential condemnation, but no court filing at this time.
Georgia Department of Transportation	Seeking right of way for road improvement	Pending; received initial offer, no court filing at this time.
Indiana Department of Transportation	Seeking right of way	Pending; received notice of potential condemnation, but no court filing at this time.
Johnson, Mark	Alleged personal injury claim	Discovery in process.

<sup>1</sup> The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. In addition, there are numerous actions and proceedings against HVM, L.L.C., which manages Extended Stay's hotels. However, to the best of the Debtors' knowledge, those actions and proceedings have been initiated against HVM, L.L.C., a non-Debtor, and accordingly, are not included in this schedule.

<b>Action or Proceeding</b>	<b>Nature of Action (Claim Amount)</b>	<b>Status of Action</b>
Kwaku, Emmanuel	Alleged personal injury claim	Discovery in process.
Kentucky Department of Transportation	Condemnation resulting from expansion of road	Trail set for September 2009.
Maloney, Kevin	Alleged injury claim	Discovery in process.
McCall, Madalyne J.	Alleged personal injury claim	Discovery in process.
Moyer, Candance	Alleged criminal claim	Discovery in process.
New Jersey Department of Transportation	Real estate litigation.	Trail set for September 2009.
Ohio Department of Transportation	Seeking right of way	Pending; received initial offer; no court filing at this time.
Schroader, Sharon	Alleged personal injury claim	Discovery in process.
Shaw, Alexander	Alleged personal injury claim	Discovery in process.
Sosbe, Evelyn	Alleged personal injury claim	Discovery in process.
Texas Department of Transportation	Notice of potential condemnation	Pending; received notice of potential condemnation, but no court filing at this time.
Texas Department of Transportation	Notice of potential condemnation	Pending; received notice of potential condemnation, but no court filing at this time.
Virginia Department of Transportation	Seeking additional right of way and temporary easement	Pending.
Zeller, Penelope	Alleged personal injury	Active; in process of preparing answer.



## Schedule 9

### Senior Management

Pursuant to Local Bankruptcy Rule 1007-2(a)(12), the following provides the names of the individuals who comprise the Debtors' existing senior management, a description of their tenure with the Debtors, and a brief summary of their relevant responsibilities and experience.<sup>1</sup>

Name / Position	Experience / Responsibilities
<b>David Lichtenstein</b> Chief Executive Officer and President/Chairman	Mr. Lichtenstein is the Chairman of the board of directors and Chief Executive Officer and President of Extended Stay Inc. and Homestead Village L.L.C, as well as the President of the Debtors. Mr. Lichtenstein founded both American Shelter Corporation and The Lightstone Group and directs all aspects of the acquisition, financing, and management of a diverse portfolio of multi-family, lodging, retail and industrial properties located in 46 states, the District of Columbia, Canada and Puerto Rico. Mr. Lichtenstein is a member of the International Council of Shopping Centers and NAREIT. Mr. Lichtenstein also serves as the Chairman of the board of trustees of Prime Group Realty Trust, a publicly registered REIT trading on the NYSE. Mr. Lichtenstein is also the Chairman of the Board of Directors and Chief Executive Officer of Lightstone Value Plus Real Estate Investment Trust, Inc. and Lightstone Value Plus Real Estate Investment Trust II, Inc, both Maryland corporations.
<b>Joseph Teichman</b> Secretary and General Counsel	Mr. Teichman is the Secretary and General Counsel, and a director, of Extended Stay Inc. and Homestead Village L.L.C., as well as the Secretary of all of the Debtors. Mr. Teichman is also the Executive Vice President and General Counsel of The Lightstone Group, LLC, a private company, and also serves as General Counsel of Lightstone Value Plus Real Estate Investment Trust Company, and Lightstone Value Plus Real Estate Investment Trust II, Inc, both Maryland corporations. Prior to joining The Lightstone Group in January 2007, Mr. Teichman practiced law at the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP in New York, NY from September 2001 to January 2007. Mr. Teichman earned a J.D. from the University of Pennsylvania Law School and a B.A. from Beth Medrash Govoha, Lakewood, NJ.

<sup>1</sup> Extended Stay's hotels are managed by non-Debtor HVM L.L.C. The senior management of HVM L.L.C. are as follows: Gary DeLapp (President and CEO), Bob Micklash (Chief Operations Officer), F. Joseph Rogers (Executive Vice President, Accounting & Finance), David Kim (Executive Vice President of Finance and Chief Investment Officer), and Kevin McDougall (Executive Vice President, General Counsel).

Name / Position	Experience / Responsibilities
<b>F. Joseph Rogers</b> Assistant Secretary	Mr. Rogers is the Assistant Secretary of Extended Stay, Inc. and Homestead Village L.L.C. He has also been an Executive Vice President, Accounting & Finance of HVM L.L.C. since May 2004. Prior to that, he had served as Vice President and Controller of Homestead Village Inc., a company he joined in August 1996. Prior to that, Mr. Rogers was Vice President of Security Capital Group Incorporated from 1992 through 1996.

## **Schedule 10**

### **Payroll**

Pursuant to Local Bankruptcy Rule 1007-2(b)(1)-(2)(A) and (C), the following provides the estimated amount of weekly payroll to the Debtors' employees (not including officers, directors and stockholders) and the estimated amount to be paid to officers, stockholders, directors and financial and business consultants retained by the Debtors, for the thirty (30) day period following the filing of the chapter 11 petitions.<sup>1</sup>

<b>Payments to Employees (Not Including Officers, Directors and Stockholders)<sup>2</sup></b>	\$7,300,000 biweekly
<b>Payments to Officers, Directors and Stockholders<sup>3</sup></b>	\$165,000 biweekly
<b>Payments to Financial and Business Consultants<sup>4</sup></b>	\$200,000

---

<sup>1</sup> As further described in the First Day Declaration, the manager of the Debtors' business employs approximately 10,000 employees on behalf of the Debtors. Non-Debtor HVM L.L.C. pays all of the employees, as well as the officers and directors. Accordingly, while there are no payments made directly by any of the Debtor entities to employees, officers, and directors, subject to Court approval, the Debtors intend to pay HVM L.L.C. for the amounts set forth herein as reimbursement for employee-related expenses during the next 30 days.

<sup>2</sup> HVM L.L.C makes payments for employees and officers and directors on a biweekly basis. Accordingly, the numbers herein are the estimated biweekly gross payroll for employees of HVM L.L.C., not including officers, directors, and stockholders. No payments are made to the directors and officers of the Debtor entities.

<sup>3</sup> HVM L.L.C is responsible for payments to the officers and owners of HVM L.L.C. and makes payments to the officers and owners on a biweekly basis. Accordingly, this numbers herein are the estimated biweekly payroll for the officers and owners of HVM L.L.C.

<sup>4</sup> This does not include any payments to attorneys.

## **Schedule 11**

### **Cash Receipts and Disbursements, Net Cash Gain or Loss, Unpaid Obligations and Receivables**

Pursuant to Local Bankruptcy Rule 1007-2(b)(3), the following provides, for the thirty (30) day period following the filing of the chapter 11 petitions, the estimated cash receipts and disbursements, net cash gain or loss, and obligations and receivables expected to accrue that remain unpaid, other than professional fees.

<b>Cash Receipts</b>	\$73 million
<b>Cash Disbursements</b>	\$67 million
<b>Net Cash Gain</b>	\$6 million
<b>Unpaid Obligations</b>	\$30 million
<b>Unpaid Receivables</b>	\$5 million